

SOUTHWELL DONALD GENE  
 Form 4  
 February 21, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SOUTHWELL DONALD GENE

(Last) (First) (Middle)  
 ONE EAST WACKER DRIVE  
 (Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 UNITRIN INC [UTR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/16/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/16/2006                           |  | M <sup>(1)</sup>               |   | 8,000   | A  | \$ 46.14  |
| Common Stock                    | 02/16/2006                           |  | S <sup>(1)</sup>               |   | 4,000   | D  | \$ 47.9325  |
| Common Stock                    | 02/16/2006                           |  | S <sup>(1)</sup>               |   | 4,000   | D  | \$ 48.173   |
| Common Stock                    | 02/17/2006                           |  | M <sup>(1)</sup>               |   | 4,176   | A  | \$ 46.14  |
| Common Stock                    | 02/17/2006                           |  | S <sup>(1)</sup>               |   | 4,000   | D  | \$ 47.747   |

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|              |            |              |       |   |            |         |   |
|--------------|------------|--------------|-------|---|------------|---------|---|
| Common Stock | 02/17/2006 | <u>S</u> (1) | 176   | D | \$ 48.26   | 99,599  | D |
| Common Stock | 02/21/2006 | <u>M</u> (1) | 2,100 | A | \$ 46.14   | 101,699 | D |
| Common Stock | 02/21/2006 | <u>S</u> (1) | 2,100 | D | \$ 47.7414 | 99,599  | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
| Employee Stock Options <sup>(2)</sup>      | \$ 46.14   | 02/16/2006                           |  | <u>M</u> (1)                   | 8,000   | 11/03/2005 05/01/2006                                    | Common Stock  | 8,000 |                            |
| Employee Stock Options <sup>(2)</sup>      | \$ 46.14   | 02/17/2006                           |  | <u>M</u> (1)                   | 4,176   | 11/03/2005 05/01/2006                                    | Common Stock  | 4,176 |                            |
| Employee Stock Options <sup>(2)</sup>      | \$ 46.14   | 02/21/2006                           |  | <u>M</u> (1)                   | 2,100   | 11/03/2005 05/01/2006                                    | Common Stock  | 2,100 |                            |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| SOUTHWELL DONALD GENE<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 | X             |           | President, COO |       |

## Signatures

Donald G.  
Southwell

02/21/2006

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Effected pursuant to the Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2005.
  - (2) Rights to buy.
  - (3) Following the last transaction reported in this table, the reporting person holds a total of 463,312 options under the Unitrin, Inc. employee stock option plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.