

UNITRIN INC
Form 4
November 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 *
BENGSTON DAVID FREDERICK

(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)
11/17/2006

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)
Vice President

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	11/17/2006		M	2,500 A \$ 42	22,261	D	
Common Stock	11/17/2006		M	2,500 A \$ 44.37	24,761	D	
Common Stock	11/17/2006		M	1,430 A \$ 45.83	26,191	D	
Common Stock	11/17/2006		M	2,500 A \$ 43.1	28,691	D	
Common Stock	11/17/2006		M	1,808 A \$ 47.89	30,499	D	

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Common Stock	11/17/2006	M	64	A	\$ 47.89	30,563	D
Common Stock	11/17/2006	M	1,808	A	\$ 47.89	32,371	D
Common Stock	11/17/2006	M	64	A	\$ 47.89	32,435	D
Common Stock	11/17/2006	M	232	A	\$ 47.89	32,667	D
Common Stock	11/17/2006	F	12,150 (1)	D	\$ 48.93	20,517	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽²⁾	\$ 42	11/17/2006		M	2,500	11/01/2005 05/01/2012		Common Stock	2,500
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006		A	2,249	05/17/2007 05/01/2012		Common Stock	2,249
Employee Stock Options ⁽²⁾	\$ 44.37	11/17/2006		M	2,500	08/03/2006 02/03/2014		Common Stock	2,500
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006		A	2,335	05/17/2007 02/03/2014		Common Stock	2,335
Employee Stock Options ⁽²⁾	\$ 45.83	11/17/2006		M	1,430	05/05/2005 05/01/2012		Common Stock	1,430

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Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	1,365	05/17/2007	05/01/2012	Common Stock	1,365
Employee Stock Options ⁽²⁾	\$ 43.1	11/17/2006	M	2,500	08/01/2006	02/01/2015	Common Stock	2,500
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	2,289	05/17/2007	02/01/2015	Common Stock	2,289
Employee Stock Options ⁽²⁾	\$ 47.89	11/17/2006	M	1,808	11/04/2005	05/03/2010	Common Stock	1,808
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	1,780	05/17/2007	05/03/2010	Common Stock	1,780
Employee Stock Options ⁽²⁾	\$ 47.89	11/17/2006	M	64	11/04/2005	05/03/2010	Common Shares	64
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	62	05/17/2007	05/03/2010	Common Stock	62
Employee Stock Options ⁽²⁾	\$ 47.89	11/17/2006	M	1,808	11/04/2005	05/03/2010	Common Stock	1,808
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	1,780	05/17/2007	05/03/2010	Common Stock	1,780
Employee Stock Options ⁽²⁾	\$ 47.89	11/17/2006	M	64	11/04/2005	05/03/2010	Common Stock	64
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	62	05/17/2007	05/03/2010	Common Stock	62
Employee Stock Options ⁽²⁾	\$ 47.89	11/17/2006	M	232	11/04/2005	05/01/2012	Common Stock	232
Employee Stock Options ⁽²⁾	\$ 48.93	11/17/2006	A	228	05/17/2007	05/01/2012	Common Stock	228

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BENGSTON DAVID FREDERICK
ONE EAST WACKER DRIVE
CHICAGO, IL 60601

Vice President

Signatures

David F.
Bengston

11/21/2006

__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) This reflects shares withheld or surrendered, either actually or constructively, to the Issuer in payment of the exercise price and/or taxes due in connection with the exercise of options disclosed in Table II.
- (2) Rights to buy.
- (3) Reporting person holds a total of 35,620 options under Unitrin, Inc. 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.

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