

UNITRIN INC  
Form 4  
May 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**ROESKE RICHARD**

(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)  
**05/10/2006**

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 & / Principal Accounting Officer**

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/10/2006		M	2,051 A \$ 46.06	35,263.155	D	
Common Stock	05/10/2006		M	1,857 A \$ 46.06	37,120.155	D	
Common Stock	05/10/2006		M	102 A \$ 46.06	37,222.155	D	
Common Stock	05/10/2006		M	1,102 A \$ 46.06	38,324.155	D	
Common Stock	05/10/2006		M	4,829 A \$ 46.06	43,153.155	D	

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Common Stock	05/10/2006	M	1,183	A	\$ 46.06	44,336.155	D
Common Stock	05/10/2006	M	2,386	A	\$ 46.06	46,722.155	D
Common Stock	05/10/2006	M	2,195	A	\$ 46.06	48,917.155	D
Common Stock	05/10/2006	M	1,028	A	\$ 46.06	49,945.155	D
Common Stock	05/10/2006	M	352	A	\$ 46.06	50,297.155	D
Common Stock	05/10/2006	M	626	A	\$ 46.06	50,923.155	D
Common Stock	05/10/2006	M	4,832	A	\$ 46.06	55,755.155	D
Common Stock	05/10/2006	F	21,804 (1)	D	\$ 48.26	33,951.155	D

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

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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>	\$ 46.06	05/10/2006		M		2,051	05/10/2006 05/02/2011	Common Stock	2,051
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006		A		1,984	11/10/2006 05/02/2011	Common Stock	1,984
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006		M		1,857	05/10/2006 05/03/2010	Common Stock	1,857

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Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	1,796	11/10/2006	05/03/2010	Common Stock	1,796
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	102	05/10/2006	05/03/2010	Common Stock	102
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	98	11/10/2006	05/03/2010	Common Stock	98
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	1,102	05/10/2006	05/03/2010	Common Stock	1,102
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	1,065	11/10/2006	05/03/2010	Common Stock	1,065
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	4,829	05/10/2006	05/01/2012	Common Stock	4,829
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	4,672	11/10/2006	05/01/2012	Common Stock	4,672
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	1,183	05/10/2006	02/05/2013	Common Stock	1,183
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	1,144	11/10/2006	02/05/2013	Common Stock	1,144
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	2,386	05/10/2006	02/01/2015	Common Stock	2,386
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	2,309	11/10/2006	02/01/2015	Common Stock	2,309
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	2,195	05/10/2006	02/05/2013	Common Stock	2,195
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	2,123	11/10/2006	02/05/2013	Common Stock	2,123
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	1,028	05/10/2006	05/14/2007	Common Stock	1,028
Employee Stock	\$ 48.26	05/10/2006	A	994	11/10/2006	05/14/2007	Common Stock	994

Options <sup>(2)</sup>

Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	352	05/10/2006	05/14/2007	Common Stock	352
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	339	11/10/2006	05/14/2007	Common Stock	339
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	626	05/10/2006	05/14/2007	Common Stock	626
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	605	11/10/2006	05/14/2007	Common Stock	605
Employee Stock Options <sup>(2)</sup>	\$ 46.06	05/10/2006	M	4,832	05/10/2006	05/13/2008	Common Stock	4,832
Employee Stock Options <sup>(2)</sup>	\$ 48.26	05/10/2006	A	4,675	11/10/2006	05/13/2008	Common Stock	4,675

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROESKE RICHARD ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President &	Principal Accounting Officer

## Signatures

Richard Roeske 05/11/2006

            
\*\*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) Following the last transaction reported in this table, the reporting person holds a total of 84,809 options under the 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. 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.