

KONAR EDWARD JAMES
Form 4
December 07, 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 *
KONAR EDWARD JAMES

(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)
12/06/2006

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2006		M		4,679	A	\$ 47
							36,687.9491 (2)
Common Stock	12/06/2006		M		1,305	A	\$ 46.49
							37,992.9491 (2)
Common Stock	12/06/2006		M		210	A	\$ 46.49
							38,202.9491 (2)
Common Stock	12/06/2006		M		258	A	\$ 46.49
							38,460.9491 (2)
Common Stock	12/06/2006		M		649	A	\$ 49.64
							39,109.9491 (2)

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Common Stock	12/06/2006	M	260	A	\$ 46.64	39,369.9491 (2)	D
Common Stock	12/06/2006	M	80	A	\$ 46.64	39,449.9491 (2)	D
Common Stock	12/06/2006	M	2,339	A	\$ 46.64	41,788.9491 (2)	D
Common Stock	12/06/2006	M	1,484	A	\$ 46.64	43,272.9491 (2)	D
Common Stock	12/06/2006	M	2,377	A	\$ 46.64	45,649.9491 (2)	D
Common Stock	12/06/2006	M	4,842	A	\$ 46.64	50,491.9491 (2)	D
Common Stock	12/06/2006	M	1,838	A	\$ 47	52,329.9491 (2)	D
Common Stock	12/06/2006	M	101	A	\$ 47	52,430.9491 (2)	D
Common Stock	12/06/2006	M	621	A	\$ 47	53,051.9491 (2)	D
Common Stock	12/06/2006	F	19,917 (1)	D	\$ 50.53	33,134.9491 (2)	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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (3)	\$ 47	12/06/2006		M	4,679	05/27/2005 05/13/2008	Common Stock	4,679
Employee	\$ 50.53	12/06/2006		A	4,448	06/06/2007 05/13/2008	Common	4,448

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Stock Options ⁽³⁾								Stock	
Employee Stock Options ⁽³⁾	\$ 46.49	12/06/2006	M	1,305	11/16/2005	05/13/2008	Common Stock	1,305	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	1,230	06/06/2007	05/13/2008	Common Stock	1,230	
Employee Stock Options ⁽³⁾	\$ 46.49	12/06/2006	M	210	11/16/2005	05/03/2010	Common Stock	210	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	197	06/06/2007	05/03/2010	Common Stock	197	
Employee Stock Options ⁽³⁾	\$ 46.49	12/06/2006	M	258	11/16/2005	05/03/2010	Common Stock	258	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	243	06/06/2007	05/03/2010	Common Stock	243	
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	649	07/04/2006	05/13/2008	Common Stock	649	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	613	06/06/2007	05/13/2008	Common Stock	613	
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	260	07/04/2006	05/03/2010	Common Stock	260	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	244	06/06/2007	05/03/2010	Common Stock	244	
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	80	07/04/2006	05/02/2011	Common Stock	80	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	74	06/06/2007	05/02/2011	Common Stock	74	
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	2,339	07/04/2006	05/01/2012	Common Stock	2,339	
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	2,211	06/06/2007	05/01/2012	Common Stock	2,211	

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Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	1,484	07/04/2006	05/02/2011	Common Stock	1,484
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	1,402	06/06/2007	05/02/2011	Common Stock	1,402
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	2,377	07/04/2006	02/01/2015	Common Stock	2,377
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	2,247	06/06/2007	02/01/2015	Common Stock	2,247
Employee Stock Options ⁽³⁾	\$ 46.64	12/06/2006	M	4,842	07/04/2006	02/03/2014	Common Stock	4,842
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	4,578	06/06/2007	02/03/2014	Common Stock	4,578
Employee Stock Options ⁽³⁾	\$ 47	12/06/2006	M	1,838	05/27/2005	05/03/2010	Common Stock	1,838
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	1,746	06/06/2007	05/03/2010	Common Stock	1,746
Employee Stock Options ⁽³⁾	\$ 47	12/06/2006	M	101	05/27/2005	05/03/2010	Common Stock	101
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	95	06/06/2007	05/03/2010	Common Stock	95
Employee Stock Options ⁽³⁾	\$ 47	12/06/2006	M	621	05/27/2005	05/03/2010	Common Stock	621
Employee Stock Options ⁽³⁾	\$ 50.53	12/06/2006	A	589	06/06/2007	05/03/2010	Common Stock	589

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONAR EDWARD JAMES ONE EAST WACKER DRIVE			Vice President	

CHICAGO, IL 60601

Signatures

Scott Renwick,
Attorney-in-Fact

12/07/2006

__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) Included in the total are 4,646.9491 shares held in Issuer's 401(k) Plan.
 - (3) Rights to buy.
 - (4) Reporting person holds a total of 67,469 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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