

KONAR EDWARD JAMES
Form 4
January 06, 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)
01/04/2006

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	01/04/2006		M		153	A	\$ 43.95
							30,371.4398 (2)
Common Stock	01/04/2006		M		691	A	\$ 42.37
							31,062.4398 (2)
Common Stock	01/04/2006		M		277	A	\$ 42.37
							31,339.4398 (2)
Common Stock	01/04/2006		M		86	A	\$ 42.37
							31,425.4398 (2)
Common Stock	01/04/2006		M		2,500	A	\$ 42
							33,925.4398 (2)

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Common Stock	01/04/2006	M	2,500	A	\$ 43.1	36,425.4398 (2)	D
Common Stock	01/04/2006	M	5,000	A	\$ 44.37	41,425.4398 (2)	D
Common Stock	01/04/2006	M	1,503	A	\$ 45.76	42,928.4398 (2)	D
Common Stock	01/04/2006	F	12,031 (1)	D	\$ 46.64	30,897.4398 (2)	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	
Employee Stock Options (3)	\$ 43.95	01/04/2006		M	153	08/12/2004 01/31/2006	Common Stock	153
Employee Stock Options (3)	\$ 42.37	01/04/2006		M	691	02/19/2005 05/13/2008	Common Stock	691
Employee Stock Options (3)	\$ 46.64	01/04/2006		A	649	07/04/2006 05/13/2008	Common Stock	649
Employee Stock Options (3)	\$ 42.37	01/04/2006		M	277	02/19/2005 05/03/2010	Common Stock	277
Employee Stock Options (3)	\$ 46.64	01/04/2006		A	260	07/04/2006 05/03/2010	Common Stock	260
Employee Stock	\$ 42.37	01/04/2006		M	86	02/19/2005 05/02/2011	Common Stock	86

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 4,474,4398 shares held in Issuer's 401(k) Plan.
- (3) Rights to buy.
- (4) Reporting person holds a total of 66,478 options under the Unitrin, Inc. 1990, 1997 and 2002 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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