SOUTHWELL DONALD GENE

Form 4 May 23, 2007

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

Common

Stock

05/22/2007

(Print or Type Responses)

1. Name and A	2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]					5. Relationship of Reporting Person(s) to Issuer				
(T. 1)		O.C. 1.11. \					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					W D' .	100	
ONE EAST WACKER DRIVE			(Month/Day/Year) 05/22/2007					X Director 10% Owner X Officer (give title Other (specify below) below) President, CEO		
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative	Secur	ities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year) Execution any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/22/2007			M	14,264	A	\$ 46.1	124,671	D	
Common Stock	05/22/2007			M	29,863	A	\$ 45.83	154,534	D	

42,280

D

48.81

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

112,254

D

Edgar Filing: SOUTHWELL DONALD GENE - Form 4

number.

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 on 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Employee Stock Options (2)	\$ 46.1	05/22/2007		M		14,264	08/06/2006	05/13/2008	Common Stock	14
Employee Stock Options (2)	\$ 48.81	05/22/2007		A	13,705		11/22/2007	05/13/2008	Common Stock	13
Employee Stock Options (2)	\$ 45.83	05/22/2007		M		29,863	05/07/2006	05/01/2012	Common Stock	29
Employee Stock Options (2)	\$ 48.81	05/22/2007		A	28,575		11/22/2007	05/01/2012	Common Stock	28

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
SOUTHWELL DONALD GENE ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		President, CEO				

Signatures

Scott Renwick, Attorney-in-Fact 05/23/2007

**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.

Reporting Owners 2

Edgar Filing: SOUTHWELL DONALD GENE - Form 4

(3) Following the last transaction reported in this table, the reporting person holds a total of 533,404 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.