UNITRIN INC Form 4 May 14, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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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)

See Instruction

1(b).

1. Name and Address of Reporting Person * ANNABLE JAMES EDWARD			2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
1214 N. ASTOR			(Month/Day/Year) 05/12/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL 60610			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(C	ity)	(State)	(Zip) Tab	le I - Non-l	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title Securit (Instr. 2	у	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Comr		05/12/2008		M	4,000	A	\$ 33.7354	37,851	D	
Comr		05/12/2008		F	3,459 (1)	D	\$ 39.01	34,392	D	

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: UNITRIN INC - Form 4

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. Transacti Code (Instr. 8)	5. Number out 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Employee Director Stock Ontions (2)	\$ 33.7354	05/12/2008		M	4,000	05/13/1999	05/13/2008	Common Stock	4,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Transfer de la companya de la compan	Director	10% Owner	Officer	Other			
ANNABLE JAMES EDWARD 1214 N. ASTOR CHICAGO, IL 60610	X						

### **Signatures**

Options (2)

James E.
Annable

\*\*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, either actually or constructively, to the Issuer in payment of the exercise price of the options disclosed in Table II.
- (2) Rights to buy under the Unitrin, Inc. 1995 Non-Employee Director Stock Option Plan.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 33,617 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.

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