

UNITRIN INC  
Form 4  
September 28, 2007

**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)  
**09/27/2007**

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 Indirect Beneficial Ownership (Instr. 4) |                    |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------------------|---|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |                    |   |
| Common Stock                    | 09/27/2007                           |                                                    | M                              | V                                                                 | 2,500                                                                                         | A                                                        | \$ 44.37                                              | 36,346.2475        | D |
| Common Stock                    | 09/27/2007                           |                                                    | F                              |                                                                   | 2,323<br>(1)                                                                                  | D                                                        | \$ 49.29                                              | 34,023.2475        | D |
| Common Stock                    | 09/27/2007                           |                                                    | M                              |                                                                   | 2,500                                                                                         | A                                                        | \$ 43.1                                               | 36,523.2475        | D |
| Common Stock                    | 09/27/2007                           |                                                    | F                              |                                                                   | 2,278<br>(1)                                                                                  | D                                                        | \$ 49.29                                              | 34,245.2475<br>(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Options <sup>(3)</sup>      | \$ 44.37                                               | 09/27/2007                           |                                                    | M                              | 2,500                                                                                   | 08/03/2007 02/03/2014                                    | Common Stock                                                  | 2,500                      |
| Employee Stock Options <sup>(3)</sup>      | \$ 49.29                                               | 09/27/2007                           |                                                    | A                              | 2,323                                                                                   | 03/27/2008 02/03/2014                                    | Common Stock                                                  | 2,323                      |
| Employee Stock Options <sup>(3)</sup>      | \$ 43.1                                                | 09/27/2007                           |                                                    | M                              | 2,500                                                                                   | 08/01/2007 02/01/2015                                    | Common Stock                                                  | 2,500                      |
| Employee Stock Options <sup>(3)</sup>      | \$ 49.29                                               | 09/27/2007                           |                                                    | A                              | 2,278                                                                                   | 03/27/2008 02/01/2015                                    | Common Stock                                                  | 2,278                      |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                |       |
|------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                  | Director      | 10% Owner | Officer        | Other |
| KONAR EDWARD JAMES<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 |               |           | Vice President |       |

## Signatures

Edward J. Konar                      09/28/2007  
 \*\*Signature of                      Date  
 Reporting Person

## 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 4,779.2475 shares held in Issuer's 401(k) Plan.
- (3) Rights to buy.
- (4) Reporting person holds a total of 71,573 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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