TRUXAL WILLIAM
Form 5
February 10, 2006

# FORM 5

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

**ANNUAL 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

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).
Form 3 Holdings Reported
Form 4 Transactions Reported

1. Name and Address of Reporting Person *
TRUXAL WILLIAM

(Last) (First) (Middle)

805 EXECUTIVE CENTER DRIVE,Â SUITE 220

(Street)

ST. PETERSBURG,Â FLÂ 33702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UICI [UCI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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) __X__ Other (specify below)
Division Manager

6. Individual or Joint/Group Reporting

(check applicable line)

_X_ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 80 | D | Â |
| Common Stock | 12/31/2005 | Â | J(1) | 633.7911 | A | $ 0 (2) | 31,712.2042 | I | TTEE 401(k)/ESOP |
| Common Stock | Â | Â | Â | Â | Â | Â | 12,448 | I | Spouse Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 10,000 | I | TTEE IRA |
| | Â | Â | Â | Â | Â | Â | 776 | I | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | | | | | | | | | Cust for Minor Child (1) |
| Common Stock | Â | Â | Â | Â | Â | Â | 776 | I | Cust for Minor Child (2) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270 (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) | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | $ 31.68 | Â | Â | Â | Â | Â | 06/24/2006(3) | 09/22/2010 | Common Stock | 50,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| TRUXAL WILLIAM<br>805 EXECUTIVE CENTER DRIVE<br>SUITE 220<br>ST. PETERSBURG,Â FLÂ 33702 | Â | Â | Â | Division Manager |

# Signatures

| | |
|---|---|
| /s/ William Truxal by Peggy G. Simpson, POA | 02/10/2006 |
| **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)** *J - Participant and Company Contributions to 401(k)/ESOP during 2005 Plan Year

**(2)** Various prices depending on market price upon purchase by Trustee during Plan Year

**(3)** Options vest and become exercisable in 20% annual increments on each of the first, second, third, fourth and fifth anniversaries of the grant date

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.