RENWICK SCOTT
Form 4
May 13, 2005

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

OMB APPROVAL	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RENWICK SCOTT
(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)
05/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. V.P., Gen. Counsel & Secy.

6. Individual or Joint/Group Filing(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/12/2005		M		10,197	A	$ 33.7354	41,585.537	D	
Common Stock	05/12/2005		M		3,332	A	$ 33.0375	44,917.537	D	
Common Stock	05/12/2005		M		25,000	A	$ 34.5544	69,917.537	D	
Common Stock	05/12/2005		M		2,052	A	$ 37	71,969.537	D	
Common Stock	05/12/2005		M		274	A	$ 39.13	72,243,537	D	

Common Stock	05/12/2005		F		33,268	D	$ 46.65	38,975.537 (1)	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 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)	$ 33.7354	05/12/2005		M			10,197	11/13/2001	05/13/2008	Common Stock	10
Employee Stock Options (2)	$ 46.65	05/12/2005		A		8,205		11/12/2005	05/13/2008	Common Stock	8,
Employee Stock Options (2)	$ 33.0375	05/12/2005		M			3,332	11/05/2002	05/05/2009	Common Stock	3,
Employee Stock Options (2)	$ 46.65	05/12/2005		A		2,645		11/12/2005	05/05/2009	Common Stock	2,
Employee Stock Options (2)	$ 34.5544	05/12/2005		M			25,000	11/02/2004	05/02/2011	Common Stock	25
Employee Stock Options (2)	$ 46.65	05/12/2005		A		20,425		11/12/2005	05/02/2011	Common Stock	20
Employee Stock Options (2)	$ 37	05/12/2005		M			2,052	04/30/2004	01/31/2006	Common Stock	2,
Employee Stock Options (2)	$ 46.65	05/12/2005		A		1,751		11/12/2005	01/31/2006	Common Stock	1,
	$ 39.13	05/12/2005		M			274	11/10/2002	01/12/2006		2

Employee Stock Options (2)									Common Stock	
Employee Stock Options (2)	$ 46.65	05/12/2005		A	242		11/12/2005	01/31/2006	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENWICK SCOTT ONE EAST WACKER DRIVE CHICAGO, IL 60601			Sr. V.P., Gen. Counsel & Secy.	

Signatures

Scott Renwick	05/13/2005
**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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.

(2) Rights to buy.

(3) Reporting person holds a total of 166,584 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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