UNITRIN INC
Form 4
June 03, 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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SOUTHWELL DONALD GENE

(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)
06/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, COO

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	06/01/2005		M		1,208	A	$ 45.83	93,924	D	
Common Stock	06/01/2005		M		295	A	$ 45.83	94,219	D	
Common Stock	06/01/2005		M		40	A	$ 46.32	94,259	D	
Common Stock	06/01/2005		M		674	A	$ 46.32	94,933	D	
Common Stock	06/01/2005		M		237	A	$ 46.32	95,170	D	

Common Stock	06/01/2005		M	491	A	$ 46.32	95,661	D	
Common Stock	06/01/2005		M	79	A	$ 46.32	95,740	D	
Common Stock	06/01/2005		M	1,357	A	$ 39.45	97,097	D	
Common Stock	06/01/2005		F	4,056	D	$ 50	93,041	D	
Common Stock	06/02/2005		G	V 3,000	D	(1)	90,041	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 Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Options (2)	$ 45.83	06/01/2005		M			1,208	05/05/2005	05/01/2006	Common Stock	1,20
Employee Stock Options (2)	$ 50	06/01/2005		A		1,146		12/01/2005	05/01/2006	Common Stock	1,14
Employee Stock Options (2)	$ 45.83	06/01/2005		M			295	05/05/2005	05/01/2006	Common Stock	295
Employee Stock Options (2)	$ 50	06/01/2005		A		279		12/01/2005	05/01/2006	Common Stock	279
Employee Stock Options (2)	$ 46.32	06/01/2005		M			40	05/09/2005	05/01/2006	Common Stock	40

Employee Stock Options (2)	$ 50	06/01/2005		A	38		12/01/2005	05/01/2006	Common Stock	38
Employee Stock Options (2)	$ 46.32	06/01/2005		M		674	05/09/2005	05/01/2006	Common Stock	674
Employee Stock Options (2)	$ 50	06/01/2005		A	643		12/01/2005	05/01/2006	Common Stock	643
Employee Stock Options (2)	$ 46.32	06/01/2005		M		237	05/09/2005	05/01/2006	Common Stock	237
Employee Stock Options (2)	$ 50	06/01/2005		A	225		12/01/2005	05/01/2006	Common Stock	225
Employee Stock Options (2)	$ 46.32	06/01/2005		M		491	05/09/2005	05/01/2006	Common Stock	491
Employee Stock Options (2)	$ 50	06/01/2005		A	468		12/01/2005	05/01/2006	Common Stock	468
Employee Stock Options (2)	$ 46.32	06/01/2005		M		79	05/09/2005	05/01/2006	Common Stock	79
Employee Stock Options (2)	$ 50	06/01/2005		A	75		12/01/2005	05/01/2006	Common Stock	75
Employee Stock Options (2)	$ 39.45	06/01/2005		M		1,357	11/03/2004	05/05/2009	Common Stock	1,35
Employee Stock Options (2)	$ 50	06/01/2005		A	1,182		12/01/2005	05/05/2009	Common Stock	1,18

Reporting Owners

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

Signatures

Donald G. Southwell	06/03/2005
**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) Transaction reported was a gift for which reporting person received no consideration.

(2) Rights to buy.

(3) Reporting person holds a total of 412,946 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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