VIE RICHARD CARL
Form 4
February 15, 2005

# 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 *
VIE RICHARD CARL

(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)
02/14/2005

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)
Chairman of the Board and CEO

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 | 02/14/2005 | | M | | 2,272 | A | $ 41 | 485,886 | D | |
| Common Stock | 02/14/2005 | | M | | 1,764 | A | $ 41.28 | 487,650 | D | |
| Common Stock | 02/14/2005 | | M | | 16,516 | A | $ 40.98 | 504,166 | D | |
| Common Stock | 02/14/2005 | | M | | 18,212 | A | $ 41.68 | 522,378 | D | |
| Common Stock | 02/14/2005 | | F | | 35,647 | D | $ 47.64 | 486,731 (1) | 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)**

| 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 Secur (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am or Nu of S |
| Employee Stock Options (2) | $ 41 | 02/14/2005 | | M | | | 2,272 | 11/06/2002 | 05/02/2011 | Common Stock | 2, |
| Employee Stock Options (2) | $ 47.64 | 02/14/2005 | | A | | 2,079 | | 08/14/2005 | 05/02/2011 | Common Stock | 2, |
| Employee Stock Options (2) | $ 41.28 | 02/14/2005 | | M | | | 1,764 | 11/03/2002 | 05/13/2008 | Common Stock | 1, |
| Employee Stock Options (2) | $ 47.64 | 02/14/2005 | | A | | 1,620 | | 08/14/2005 | 05/13/2008 | Common Stock | 1, |
| Employee Stock Options (2) | $ 40.98 | 02/14/2005 | | M | | | 16,516 | 12/01/2004 | 05/14/2007 | Common Stock | 16 |
| Employee Stock Options (2) | $ 47.64 | 02/14/2005 | | A | | 15,117 | | 08/14/2005 | 05/14/2007 | Common Stock | 15 |
| Employee Stock Options (3) | $ 41.68 | 02/14/2005 | | M | | | 18,212 | 12/03/2004 | 05/05/2009 | Common Stock | 18 |
| Employee Stock Options (2) | $ 47.64 | 02/14/2005 | | A | | 16,831 | | 08/14/2005 | 05/05/2009 | Common Stock | 16 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|

| | Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| VIE RICHARD CARL<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 | X | | Chairman of the Board and CEO | |

# Signatures

| | |
|---|---|
| Richard C. Vie | 02/15/2005 |
| **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)** In addition 15,834 shares are held in a trust, the trustee of which is reporting person's wife. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange act of 1934 or for any other purpose.

**(2)** Rights to buy.

**(3)** Reporting person holds a total of 1,412,250 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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