

VIE RICHARD CARL
Form 4
May 13, 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)
05/11/2005

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) Other (specify below)
Chairman of the Board and CEO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/11/2005		M	7,182 A \$ 41.68	498,125	D	
Common Stock	05/11/2005		M	30,303 A \$ 41.86	528,428	D	
Common Stock	05/11/2005		M	25,745 A \$ 41.9	554,173	D	
Common Stock	05/11/2005		F	58,771 D \$ 47.37	495,402 ⁽¹⁾	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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title or Nu of 3
Employee Stock Options ⁽²⁾	\$ 41.68	05/11/2005		M	7,182	12/03/2004 05/05/2009	Common Stock 7
Employee Stock Options ⁽²⁾	\$ 47.37	05/11/2005		A	6,659	11/11/2005 05/05/2009	Common Stock 6
Employee Stock Options ⁽²⁾	\$ 41.86	05/11/2005		M	30,303	02/05/2005 02/05/2013	Common Stock 30
Employee Stock Options ⁽²⁾	\$ 47.37	05/11/2005		A	28,168	11/11/2005 02/05/2013	Common Stock 28
Employee Stock Options ⁽²⁾	\$ 41.9	05/11/2005		M	25,745	12/04/2004 05/03/2010	Common Stock 25
Employee Stock Options ⁽²⁾	\$ 47.37	05/11/2005		A	23,944	11/11/2005 05/03/2010	Common Stock 23

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VIE RICHARD CARL ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Chairman of the Board and CEO	

Signatures

Richard C. Vie

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).

In addition 15,834 shares are held in a trust, the trustee of which is reporting person's wife. The reporting person disclaims beneficial

(1) 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 1,403,579 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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