

UNITRIN INC
Form 4
August 08, 2005

FORM 4

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

OMB APPROVAL

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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 *
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)
08/05/2005

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)
President, COO

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 or Price		
Common Stock	08/05/2005		M		17,500 A \$ 25.37	D	
Common Stock	08/05/2005		M		10,593 A \$ 39.45	D	
Common Stock	08/05/2005		M		1,319 A \$ 39.45	D	
Common Stock	08/05/2005		M		1,264 A \$ 39.52	D	
Common Stock	08/05/2005		M		323 A \$ 41.5	D	

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Common Stock	08/05/2005	M	437	A	\$ 41.5	121,477	D
Common Stock	08/05/2005	M	2,030	A	\$ 41.5	123,507	D
Common Stock	08/05/2005	M	5,638	A	\$ 41.86	129,145	D
Common Stock	08/05/2005	M	12,494	A	\$ 41.86	141,639	D
Common Stock	08/05/2005	F	41,685	D	\$ 52.17	99,954	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
Employee Stock Options ⁽¹⁾	\$ 25.37	08/05/2005		M		17,500	08/05/2005 02/05/2013	Common Stock
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005		A		12,056	02/05/2006 02/05/2013	Common Stock
Employee Stock Options ⁽¹⁾	\$ 39.45	08/05/2005		M		10,593	11/03/2004 05/05/2009	Common Stock
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005		A		9,028	02/05/2006 05/05/2009	Common Stock
Employee Stock Options ⁽¹⁾	\$ 39.45	08/05/2005		M		1,319	11/03/2004 05/05/2009	Common Stock
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005		A		1,123	02/05/2006 05/05/2009	Common Stock

Stock Options ⁽¹⁾								Stock
Employee Stock Options ⁽¹⁾	\$ 39.52	08/05/2005	M	1,264	07/01/2002	05/03/2010	Common Stock	1
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	1,077	02/05/2006	05/03/2010	Common Stock	1
Employee Stock Options ⁽¹⁾	\$ 41.5	08/05/2005	M	323	03/24/2005	05/03/2010	Common Stock	3
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	282	02/05/2006	05/03/2010	Common Stock	2
Employee Stock Options ⁽¹⁾	\$ 41.5	08/05/2005	M	437	03/24/2005	05/03/2010	Common Stock	4
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	382	02/05/2006	05/03/2010	Common Stock	3
Employee Stock Options ⁽¹⁾	\$ 41.5	08/05/2005	M	2,030	03/24/2005	05/13/2008	Common Stock	2
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	1,777	02/05/2006	05/13/2008	Common Stock	1
Employee Stock Options ⁽¹⁾	\$ 41.86	08/05/2005	M	5,638	02/05/2005	05/03/2010	Common Stock	5
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	4,962	02/05/2006	05/03/2010	Common Stock	4
Employee Stock Options ⁽¹⁾	\$ 41.86	08/05/2005	M	12,494	02/05/2005	02/05/2013	Common Stock	12
Employee Stock Options ⁽¹⁾	\$ 52.17	08/05/2005	A	10,998	02/05/2006	02/05/2013	Common Stock	10

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

08/08/2005

__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) Rights to buy.

(2) Reporting person holds a total of 403,033 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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