

SOUTHWELL DONALD GENE
Form 4
May 05, 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)
05/03/2005

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	(D)	Price
Common Stock	05/03/2005		M		6,971	A	\$ 41.86
Common Stock	05/03/2005		M		1,207	A	\$ 42.34
Common Stock	05/03/2005		M		27,578	A	\$ 43.07
Common Stock	05/03/2005		M		60	A	\$ 43.85
Common Stock	05/03/2005		M		10,344	A	\$ 38.0629
							96,341
							97,548
							125,126
							125,186
							135,530

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Common Stock	05/03/2005	M	5,756	A	\$ 39.45	141,286	D
Common Stock	05/03/2005	F	48,570	D	\$ 46.14	92,716	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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Option ⁽¹⁾	\$ 41.86	05/03/2005		M		6,971		02/05/2005	05/01/2006	Common Stock	6,971
Employee Stock Options ⁽¹⁾	\$ 42.34	05/03/2005		M		1,207		12/08/2004	05/01/2006	Common Stock	1,207
Employee Stock Options ⁽¹⁾	\$ 43.07	05/03/2005		M		27,578		05/03/2005	05/01/2006	Common Stock	27,578
Employee Stock Options ⁽¹⁾	\$ 43.85	05/03/2005		M		60		08/05/2004	05/01/2006	Common Stock	60
Employee Stock Options ⁽¹⁾	\$ 46.14	05/03/2005		A	34,076			11/03/2005	05/01/2006	Common Stock	34,076
Employee Stock Options ⁽¹⁾	\$ 38.0629	05/03/2005		M		9,870		05/01/2002	05/14/2007	Common Stock	9,870
Employee Stock Options ⁽¹⁾	\$ 46.14	05/03/2005		M	8,821			11/03/2005	05/14/2007	Common Stock	8,821
Employee Stock	\$ 38.0629	05/03/2005		M		474		05/01/2002	05/03/2010	Common Stock	474

Options ⁽¹⁾

Employee

Stock	\$ 46.14	05/03/2005	A	423	11/03/2005	05/03/2010	Common Stock	4
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Options ⁽¹⁾

Employee

Stock	\$ 39.45	05/03/2005	M	5,756	11/03/2004	05/05/2009	Common Stock	5
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Options ⁽¹⁾

Employee

Stock	\$ 46.14	05/03/2005	A	5,250	11/03/2005	05/05/2009	Common Stock	5
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Options ⁽¹⁾

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

Eric J. Draut, Attorney-in-fact	05/05/2005
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**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 413,271 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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