

UNITRIN INC
Form 4
July 06, 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 *
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)
07/04/2005

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/04/2005		M		8,622	A	\$ 41.9
Common Stock	07/04/2005		M		1,281	A	\$ 41.9
Common Stock	07/04/2005		M		42,243	A	\$ 42
Common Stock	07/04/2005		M		59,968	A	\$ 42
Common Stock	07/04/2005		F		101,283	D	\$ 49.96
							503,883 ⁽¹⁾

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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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee Stock Options ⁽²⁾	\$ 41.9	07/04/2005		M		8,622	12/04/2004	05/03/2010	Common Stock	8,622
Employee Stock Options ⁽²⁾	\$ 49.96	07/04/2005		A	7,779		01/04/2006	05/03/2010	Common Stock	7,779
Employee Stock Options ⁽²⁾	\$ 41.9	07/04/2005		M		1,281	12/04/2004	05/03/2010	Common Stock	1,281
Employee Stock Options ⁽²⁾	\$ 49.96	07/04/2005		A	1,155		01/04/2006	05/03/2010	Common Stock	1,155
Employee Stock Options ⁽²⁾	\$ 42	07/04/2005		M		42,243	11/01/2002	05/13/2008	Common Stock	42,243
Employee Stock Options ⁽²⁾	\$ 49.96	07/04/2005		A	38,167		01/04/2006	05/13/2008	Common Stock	38,167
Employee Stock Options ⁽²⁾	\$ 42	07/04/2005		M		59,968	11/01/2004	05/01/2012	Common Stock	59,968
Employee Stock Options ⁽²⁾	\$ 49.96	07/04/2005		A	54,182		01/04/2006	05/01/2012	Common Stock	54,182

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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	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 07/06/2005

__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 1,392,748 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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