

UNITRIN INC
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 *
ROESKE RICHARD

(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)
05/04/2005

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)
Vice President & / Principal Accounting Officer

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	05/04/2005		M	7,013 A \$ 39.27	34,035.155 (1)	D	
Common Stock	05/04/2005		M	11,921 A \$ 39.45	45,956.155 (1)	D	
Common Stock	05/04/2005		M	3,750 A \$ 42	49,706.155 (1)	D	
Common Stock	05/04/2005		F	19,973 D \$ 47.89	29,733.155 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options ⁽²⁾	\$ 39.27	05/04/2005		M		1,187		11/13/2002	01/31/2006	Common Stock	1,187
Employee Stock Options ⁽²⁾	\$ 39.45	05/04/2005		M		1,693		11/03/2004	01/31/2006	Common Stock	1,693
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005		A		2,515		11/04/2005	01/31/2006	Common Stock	2,515
Employee Stock Options ⁽²⁾	\$ 39.27	05/04/2005		M		1,209		11/13/2002	05/14/2007	Common Stock	1,209
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005		A		1,054		11/04/2005	05/14/2007	Common Stock	1,054
Employee Stock Options ⁽²⁾	\$ 39.27	05/04/2005		M		2,324		11/13/2002	05/03/2010	Common Stock	2,324
Employee Stock Options ⁽²⁾	\$ 39.45	05/04/2005		M		2,077		11/03/2004	05/03/2010	Common Stock	2,077
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005		A		3,844		11/04/2005	05/03/2010	Common Stock	3,844
Employee Stock Options ⁽²⁾	\$ 39.27	05/04/2005		M		2,293		11/13/2002	05/02/2011	Common Stock	2,293

Employee Stock Options ⁽²⁾	\$ 39.45	05/04/2005	M	3,590	11/03/2004	05/13/2008	Common Stock	3,590
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005	A	3,143	11/04/2005	05/13/2008	Common Stock	3,143
Employee Stock Options ⁽²⁾	\$ 39.45	05/04/2005	M	4,561	11/03/2004	05/02/2011	Common Stock	4,561
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005	A	5,994	11/04/2005	05/02/2011	Common Stock	5,994
Employee Stock Options ⁽²⁾	\$ 42	05/04/2005	M	3,750	11/01/2004	05/01/2012	Common Stock	3,750
Employee Stock Options ⁽²⁾	\$ 47.89	05/04/2005	A	3,423	11/04/2005	05/01/2012	Common Stock	3,423

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROESKE RICHARD ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President &	Principal Accounting Officer

Signatures

Richard Roeske 05/05/2005
 **Signature of Date
 Reporting Person

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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (2) Rights to buy.
- (3) Reporting person holds a total of 77,954 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.