BOSCHELLI JOHN MICHAEL

Form 4 March 01, 2005

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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response...

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BOSCHELLI JOHN MICHAEL			Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
ONE EAST WACKER DRIVE		RIVE	(Month/Day/Year) 02/28/2005	Director 10% Owner Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, II	L 60601		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or	` ′	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)
Common Stock	02/28/2005		M	3,233	A	\$ 33.0375	7,877.2717 (1)	D	
Common Stock	02/28/2005		F	2,574	D	\$ 46.88	5,303.2717 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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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. Transactio Code (Instr. 8)	Securitie Acquired	tive Expiration Date ies (Month/Day/Year) ed (A) or ed of (D)		ve Expiration Date Underles (Month/Day/Year) (Instr. d (A) or d of (D)		Expiration Date		Amount Securitie 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares		
Employee Stock Options (2)	\$ 33.0375	02/28/2005		M		3,233	11/05/2002	05/05/2009	Common Stock	3,23		
Employee Stock Options (2)	\$ 46.88	02/28/2005		A	2,574		08/28/2005	05/05/2009	Common Stock	2,57		

Reporting Owners

Reporting Owner Name / Address		Relation	ıships	
	Director	10% Owner	Officer	Other

BOSCHELLI JOHN MICHAEL ONE EAST WACKER DRIVE CHICAGO, IL 60601

Treasurer

Signatures

John M.

Boschelli 03/01/2005

**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) Included in the total are 446.2717 shares held in Issuer's 401(k) Plan.
- (2) Rights to buy.
- (3) Reporting person holds a total of 62,805 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.

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