

UNITRIN INC
Form 4
June 01, 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 *
KONAR EDWARD JAMES

(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)
05/27/2005

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

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	05/27/2005		M		1,831	A	\$ 39.52
							28,575.8956 (1)
Common Stock	05/27/2005		M		7,500	A	\$ 42
							36,075.8956 (1)
Common Stock	05/27/2005		M		1,136	A	\$ 41.09
							37,211.8956 (1)
Common Stock	05/27/2005		M		1,098	A	\$ 41.09
							38,309.8956 (1)
Common Stock	05/27/2005		M		1,101	A	\$ 41.09
							39,410.8956 (1)

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Common Stock	05/27/2005	M	2,010	A	\$ 41.09	41,420.8956 (1)	D
Common Stock	05/27/2005	M	110	A	\$ 41.09	41,530.8956 (1)	D
Common Stock	05/27/2005	M	1,363	A	\$ 41.09	42,893.8956 (1)	D
Common Stock	05/27/2005	M	494	A	\$ 41.09	43,387.8956 (1)	D
Common Stock	05/27/2005	M	1,801	A	\$ 41.09	45,188.8956 (1)	D
Common Stock	05/27/2005	M	534	A	\$ 41.33	45,722.8956 (1)	D
Common Stock	05/27/2005	F	16,663	D	\$ 49.9	29,059.8956 (1)	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options ⁽²⁾	\$ 39.52	05/27/2005		M	1,831	07/01/2002 05/03/2010	Common Stock	1,831
Employee Stock Options ⁽²⁾	\$ 49.9	05/27/2005		A	1,562	11/27/2005 05/03/2010	Common Stock	1,562
Employee Stock Options ⁽²⁾	\$ 42	05/27/2005		M	7,500	11/01/2004 05/01/2012	Common Stock	7,500
Employee Stock	\$ 49.9	05/27/2005		A	6,661	11/27/2005 05/01/2012	Common Stock	6,661

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Options (2)

Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	1,136	11/27/2004	05/14/2007	Common Stock	1,136
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	994	11/27/2005	05/14/2007	Common Stock	994
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	1,098	11/27/2004	05/14/2007	Common Stock	1,098
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	961	11/27/2005	05/14/2007	Common Stock	961
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	1,101	11/27/2004	05/14/2007	Common Stock	1,101
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	963	11/27/2005	05/14/2007	Common Stock	963
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	2,010	11/27/2004	05/03/2010	Common Stock	2,010
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	1,759	11/27/2005	05/03/2010	Common Stock	1,759
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	110	11/27/2004	05/03/2010	Common Stock	110
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	95	11/27/2005	05/03/2010	Common Stock	95
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	1,363	11/27/2004	05/13/2008	Common Stock	1,363
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	1,192	11/27/2005	05/13/2008	Common Stock	1,192
Employee Stock Options <u>(2)</u>	\$ 41.09	05/27/2005	M	494	11/27/2004	05/02/2011	Common Stock	494
Employee Stock Options <u>(2)</u>	\$ 49.9	05/27/2005	A	431	11/27/2005	05/02/2011	Common Stock	431

Employee Stock Options ⁽²⁾	\$ 41.09	05/27/2005	M	1,801	11/27/2004	02/05/2013	Common Stock	1,801
Employee Stock Options ⁽²⁾	\$ 49.9	05/27/2005	A	1,576	11/27/2005	02/05/2013	Common Stock	1,576
Employee Stock Options ⁽²⁾	\$ 41.33	05/27/2005	M	534	02/16/2005	02/05/2013	Common Stock	534
Employee Stock Options ⁽²⁾	\$ 49.9	05/27/2005	A	469	11/27/2005	02/05/2013	Common Stock	469

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

Signatures

Edward J. Konar 06/01/2005

__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 4,394.8956 shares held in Issuer's 401(k) Plan.

(2) Rights to buy.

(3) Reporting person holds a total of 68,236 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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