

UNITRIN INC
Form 4
August 10, 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 *
ANNABLE JAMES EDWARD

(Last) (First) (Middle)
1214 N. ASTOR
(Street)

CHICAGO, IL 60610

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITRIN INC [UTR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/08/2005

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)

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 Price (D)		
Common Stock	08/08/2005		M		4,000 A \$ 42	32,821	D
Common Stock	08/08/2005		F		3,230 D \$ 52	29,591	D
Common Stock	08/08/2005		M		4,000 A \$ 39.15	33,591	D
Common Stock	08/08/2005		F		3,011 D \$ 52	30,580	D
Common Stock	08/08/2005		M		2,643 A \$ 45.33	33,223	D
	08/08/2005		F		2,303 D \$ 52	30,920	D

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Common Stock							
Common Stock	08/08/2005		M	3,049	A	\$ 45.33	33,969 D
Common Stock	08/08/2005		F	2,657	D	\$ 52	31,312 D
Common Stock	08/08/2005		M	2,235	A	\$ 45.33	33,547 D
Common Stock	08/08/2005		F	1,948	D	\$ 52	31,599 D
Common Stock	08/08/2005		M	196	A	\$ 45.33	31,795 D
Common Stock	08/08/2005		F	170	D	\$ 52	31,625 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Options ⁽¹⁾	\$ 42	08/08/2005		M	4,000	05/01/2003	05/01/2012	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 52	08/08/2005		A	3,230	02/08/2006	05/01/2012	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 39.15	08/08/2005		M	4,000	05/05/2005	05/05/2014	Common Stock
Non-Employee Director Stock	\$ 52	08/08/2005		A	3,011	02/08/2006	05/05/2014	Common Stock

Options ⁽¹⁾

Non-Employee Director Stock Options ⁽¹⁾	\$ 45.33	08/08/2005	M	2,643	08/08/2005	05/03/2010	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 52	08/08/2005	A	2,303	02/08/2006	05/03/2010	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 45.33	08/08/2005	M	3,049	08/08/2005	05/02/2011	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 52	08/08/2005	A	2,657	02/08/2006	05/02/2011	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 45.33	08/08/2005	M	2,235	08/08/2005	05/07/2013	Common Stock
Non-Employee Director Stock Options ⁽¹⁾	\$ 52	08/08/2005	A	1,948	02/08/2006	05/07/2013	Common Stock
Stock Options ⁽²⁾	\$ 45.33	08/08/2005	M	196	08/08/2005	05/03/2010	Common Stock
Stock Options ⁽²⁾	\$ 52	08/08/2005	A	170	02/08/2006	05/03/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANNABLE JAMES EDWARD 1214 N. ASTOR CHICAGO, IL 60610	X			

Signatures

James E.
Annable

08/09/2005

**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) Rights to buy under Unitrin, Inc. 1995 Non-Employee Director Stock Option Plan.
- (2) Rights to buy under the Unitrin, Inc. 1997 Stock Option Plan.
- (3) Reporting person holds a total of 29,149 options under the 1995 Plan and 766 options under the 1997 Stock Option Plan.

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