

SOUTHWELL DONALD GENE
 Form 4
 November 08, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 SOUTHWELL DONALD GENE

(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)
 11/07/2005

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)
 President, COO

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	11/07/2005		M		142	A	\$ 41.86
Common Stock	11/07/2005		M		880	A	\$ 42
Common Stock	11/07/2005		M		10,406	A	\$ 42
Common Stock	11/07/2005		M		47,089	A	\$ 42
Common Stock	11/07/2005		F		55,552	D	\$ 45.83
							102,919 ⁽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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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Options ⁽²⁾	\$ 41.86	11/07/2005		M	142	02/05/2005 02/05/2013	Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A	133	05/07/2006 02/05/2013	Common Stock
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M	880	11/01/2002 05/03/2010	Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A	835	05/07/2006 05/03/2010	Common Stock
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M	10,406	11/01/2002 05/03/2010	Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A	9,879	05/07/2006 05/03/2010	Common Stock
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M	47,089	11/01/2002 05/01/2012	Common Stock
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A	44,705	05/07/2006 05/01/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

SOUTHWELL DONALD GENE
ONE EAST WACKER DRIVE
CHICAGO, IL 60601

X

President, COO

Signatures

Donald G.
Southwell

11/08/2005

__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) This reflects shares withheld by or surrendered, either acutally or constructively, to the Issuer in payment of the exercise price and/or taxes due in connetion with the option exercises disclosed in Table II.
- (2) Rights to buy.
- (3) Reporting person holds a total of 400,068 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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