DRAUT ERIC JOHN

Form 4

February 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add DRAUT ERIC	*	ng Person *	2. 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)		
			(Month/Day/Year)	_X_ Director 10% Owner		
ONE EAST W	ACKER DI	RIVE	02/24/2005	X Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL	O. II. 60601			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						- 1			
(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y 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. Securit corr Dispos (Instr. 3, 4	ed of (` ′	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	02/24/2005		M	1,077	A	\$ 34.4334	51,144	D	
Common Stock	02/24/2005		M	26,674	A	\$ 34.5544	77,818	D	
Common Stock	02/24/2005		F	22,665	D	\$ 46.67	55,153	D	

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

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number.

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)	onDerivative Expiration Date Un		Expiration Date		Underlying S	Title and Amo inderlying Secur instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S	
Employee Stock Option (1)	\$ 34.4334	02/24/2005		M		1,077	06/04/2001	05/14/2007	Common Stock	1.	
Employee Stock Option (1)	\$ 46.67	02/24/2005		A	877		08/24/2005	05/14/2007	Common Stock	8	
Employee Stock Options (1)	\$ 34.5544	02/24/2005		M		26,674	11/02/2004	05/02/2011	Common Stock	26	
Employee Stock Options (1)	\$ 46.67	02/24/2005		A	21,788		08/24/2005	05/02/2011	Common Stock	21	

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
DRAUT ERIC JOHN ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Executive Vice President & CFO			

Signatures

Eric J. Draut 02/25/2005

**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.
- (2) Reporting person holds a total of 356,740 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.

Reporting Owners 2

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