

UNITRIN INC
Form 4
July 06, 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 *
BENGSTON DAVID FREDERICK

(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)
07/01/2005

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 Indirect Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	07/01/2005		M	1,787 A \$ 42.42	20,179	D	
Common Stock	07/01/2005		M	1,806 A \$ 42.42	21,985	D	
Common Stock	07/01/2005		M	1,181 A \$ 42.42	23,166	D	
Common Stock	07/01/2005		M	1,997 A \$ 42.42	25,163	D	
Common Stock	07/01/2005		M	1,994 A \$ 42.42	27,157	D	

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Common Stock	07/01/2005	M	149	A	\$ 42.42	27,306	D
Common Stock	07/01/2005	M	1,250	A	\$ 44.37	28,556	D
Common Stock	07/01/2005	M	5,387	A	\$ 45.83	33,943	D
Common Stock	07/01/2005	F	14,182	D	\$ 49.96	19,761	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 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 ⁽¹⁾	\$ 42.42	07/01/2005		M	1,787	07/02/2004 05/14/2007	Common Stock	1,787
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005		A	1,596	01/01/2006 05/14/2007	Common Stock	1,596
Employee Stock Options ⁽¹⁾	\$ 42.42	07/01/2005		M	1,806	07/02/2004 05/14/2007	Common Stock	1,806
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005		A	1,613	01/01/2006 05/14/2007	Common Stock	1,613
Employee Stock Options ⁽¹⁾	\$ 42.42	07/01/2005		M	1,181	07/02/2004 05/14/2007	Common Stock	1,181
Employee Stock	\$ 49.96	07/01/2005		A	1,054	01/01/2006 05/14/2007	Common Stock	1,054

Options ⁽¹⁾									
Employee Stock Options ⁽¹⁾	\$ 42.42	07/01/2005	M	1,997	07/02/2004	05/03/2010	Common Stock	1,997	
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005	A	1,783	01/01/2006	05/03/2010	Common Stock	1,783	
Employee Stock Options ⁽¹⁾	\$ 42.42	07/01/2005	M	1,994	07/02/2004	05/03/2010	Common Stock	1,994	
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005	A	1,781	01/01/2006	05/03/2010	Common Stock	1,781	
Employee Stock Options ⁽¹⁾	\$ 42.42	07/01/2005	M	149	07/02/2004	05/03/2010	Common Stock	149	
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005	A	132	01/01/2006	05/03/2010	Common Stock	132	
Employee Stock Options ⁽¹⁾	\$ 44.37	07/01/2005	M	1,250	08/03/2004	02/03/2014	Common Stock	1,250	
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005	A	1,151	01/01/2006	02/03/2014	Common Stock	1,151	
Employee Stock Options ⁽¹⁾	\$ 45.83	07/01/2005	M	5,387	05/05/2005	05/01/2012	Common Stock	5,387	
Employee Stock Options ⁽¹⁾	\$ 49.96	07/01/2005	A	5,072	01/01/2006	05/01/2012	Common Stock	5,072	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENGSTON DAVID FREDERICK ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

Signatures

David F.
Bengston 07/06/2005

__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 31,376 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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