

SOUTHWELL DONALD GENE  
 Form 4  
 November 08, 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 \*  
 SOUTHWELL DONALD GENE

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)  
 ONE EAST WACKER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 11/07/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, COO

(Street)  
 CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 <sup>(1)</sup>

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Options <sup>(2)</sup>	\$ 41.86	11/07/2005		M		142		02/05/2005	02/05/2013	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 45.83	11/07/2005		A		133		05/07/2006	02/05/2013	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 42	11/07/2005		M		880		11/01/2002	05/03/2010	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 45.83	11/07/2005		A		835		05/07/2006	05/03/2010	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 42	11/07/2005		M		10,406		11/01/2002	05/03/2010	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 45.83	11/07/2005		A		9,879		05/07/2006	05/03/2010	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 42	11/07/2005		M		47,089		11/01/2002	05/01/2012	Common Stock
Employee Stock Options <sup>(2)</sup>	\$ 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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