

DRAUT ERIC JOHN
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL

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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 *
DRAUT ERIC JOHN

(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)
11/10/2005

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)
Executive Vice President & CFO

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	(A) or (D)	Price
Common Stock	11/10/2005		M		10,235	A	\$ 38.95
Common Stock	11/10/2005		M		3,846	A	\$ 39.19
Common Stock	11/10/2005		M		3,528	A	\$ 39.19
Common Stock	11/10/2005		M		412	A	\$ 39.19
Common Stock	11/10/2005		M		285	A	\$ 39.19

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Common Stock	11/10/2005	M	13,079	A	\$ 39.19	99,564	D
Common Stock	11/10/2005	M	5,994	A	\$ 39.81	105,558	D
Common Stock	11/10/2005	M	307	A	\$ 40.06	105,865	D
Common Stock	11/10/2005	M	4,303	A	\$ 40.06	110,168	D
Common Stock	11/10/2005	F	38,258 <u>(1)</u>	D	\$ 46.06	71,910	D

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

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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⁾	\$ 38.95	11/10/2005		M	10,235	06/06/2002	05/05/2009	Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005		A	9,278	05/10/2006	05/05/2009	Common Stock
Employee Stock Options ⁽²⁾	\$ 39.19	11/10/2005		M	3,846	11/06/2004	05/14/2007	Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005		A	3,498	05/10/2006	05/14/2007	Common Stock
Employee Stock Options ⁽²⁾	\$ 39.19	11/10/2005		M	3,528	11/06/2004	05/05/2009	Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005		A	3,208	05/10/2006	05/05/2009	Common Stock

Stock Options ⁽²⁾								Stock
Employee Stock Options ⁽²⁾	\$ 39.19	11/10/2005	M	412	11/06/2004	05/05/2009		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	374	05/10/2006	05/05/2009		Common Stock
Employee Stock Options ⁽²⁾	\$ 39.19	11/10/2005	M	285	11/06/2004	05/14/2007		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	258	05/10/2006	05/14/2007		Common Stock
Employee Stock Options ⁽²⁾	\$ 39.19	11/10/2005	M	13,079	11/06/2004	05/13/2008		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	11,897	05/10/2006	05/13/2008		Common Stock
Employee Stock Options ⁽²⁾	\$ 39.81	11/10/2005	M	5,994	05/15/2002	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	5,500	05/10/2006	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 40.06	11/10/2005	M	307	11/15/2002	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	282	05/10/2006	05/03/2010		Common Stock
Employee Stock Options ⁽²⁾	\$ 40.06	11/10/2005	M	4,303	11/15/2002	05/05/2009		Common Stock
Employee Stock Options ⁽²⁾	\$ 46.06	11/10/2005	A	3,963	05/10/2006	05/05/2009		Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DRAUT ERIC JOHN
ONE EAST WACKER DRIVE X
CHICAGO, IL 60601

Executive Vice President & CFO

Signatures

Eric J. Draut 11/14/2005

 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 actually or constructively, to the Issuer in payment of the exercise price and/or taxes due in connection with the exercise of options disclosed in Table II.
- (2) Rights to buy.
- (3) Reporting person holds a total of 339,983 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.