UNITRIN INC Form 4 March 09, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

(Instr. 4)

D

D

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

03/07/2005

03/07/2005

1. Name and Address of Reporting Person * VIE RICHARD CARL			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. D	ate of Earliest T	ransaction	(Check an applicable)			
ONE EAST WACKER DRIVE			nth/Day/Year) 07/2005		_X_ Director _X_ Officer (giv below) Chairman			
(Street)			4. If Amendment, Date Original		6. Individual or Joint/Group Filing(Check			
CHICAGO	, IL 60601	File	d(Month/Day/Yea	r)	Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table I - Non-l	Derivative Securities Acq	quired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

M

F

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Reported

546,677

490,943 (1)

Transaction(s)

(Instr. 3 and 4)

(A)

or

(D)

Price

41.68

Amount

59,946

55,734 D

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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 Expiration Date Expiration Date (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amo Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Options (2)	\$ 41.68	03/07/2005		M		59,946	12/03/2004	05/05/2009	Common Stock	59
Employee Stock Options (2)	\$ 47.15	03/07/2005		A	55,734		09/07/2005	05/05/2009	Common Stock	55

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topozona o marcina de la composición de la compo	Director	10% Owner	Officer	Other			
VIE RICHARD CARL ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Chairman of the Board and CEO				

Signatures

Richard C. Vie 03/09/2005

**Signature of Date
Reporting Person

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).
- In addition 15,834 shares are held in a trust, the trustee of which is reporting person's wife. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange act of 1934 or for any other purpose.
- (2) Rights to buy.
- (3) Reporting person holds a total of 1,408,038 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.

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