VIE RICHARD CARL

Form 4

August 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB again

OMB APPROVAL

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obligations

may continue.

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

See Instruction 1(b).

Common

Stock

08/08/2005

(Print or Type Responses)

1. Name and Addr VIE RICHARI		Symbo	suer Name and Ticker or Trading of of of of of of of of of of	5. Relationship of Reporting Person(s) to Issuer
(Last)	(First) (N		e of Earliest Transaction	(Check all applicable)
ONE EAST W	ACKER DRIV	(Montl	h/Day/Year) 8/2005	X Director 10% OwnerX Officer (give title Other (specify below)
	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person
CHICAGO, IL	60601			Form filed by More than One Reporting Person
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned
	Transaction Date Ionth/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Yea	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or Code V Amount (D) Pr	O) Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)
Common O8	3/08/2005		M 50,000 A \$ 25.	37 560,407 D

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

F

34,495 D

\$ 52

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SEC 1474

(9-02)

525,912 (1)

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 Securities (A) or Dis (D) (Instr. 3, 4	Acquired sposed of	• • • • • • • • • • • • • • • • • • • •		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Options (2)	\$ 25.37	08/08/2005		M		50,000	08/05/2005	02/05/2013	Common Stock	50
Employee Stock Options (2)	\$ 52	08/08/2005		A	34,495		02/08/2006	02/05/2013	Common Stock	34

Reporting Owners

Reporting Owner Name / Address	Relationships					
topoloning of many manufactures	Director	10% Owner	Officer	Other		
VIE RICHARD CARL			Chairman of			
ONE EAST WACKER DRIVE	X		the Board and			
CHICAGO, IL 60601			CEO			

Signatures

Richard C. Vie 08/09/2005

**Signature of 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).
- 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 1,369,719 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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