DRAUT ERIC JOHN

Form 4

November 14, 2005

FORM 4

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

OMB

Check this box if no longer subject to

3235-0287 Number: January 31, Expires:

OMB APPROVAL

Section 16. Form 4 or Form 5

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

2005 Estimated average burden hours per

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

0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DRAUT ERIC JOHN			2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle) ONE EAST WACKER DRIVE		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
		RIVE	(Month/Day/Year) 11/10/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specibelow) below) Executive Vice President & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL	, 60601		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 3	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/10/2005		M	10,235	A	\$ 38.95	78,414	D	
Common Stock	11/10/2005		M	3,846	A	\$ 39.19	82,260	D	
Common Stock	11/10/2005		M	3,528	A	\$ 39.19	85,788	D	
Common Stock	11/10/2005		M	412	A	\$ 39.19	86,200	D	
Common Stock	11/10/2005		M	285	A	\$ 39.19	86,485	D	

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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 (1)	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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(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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

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Stock Options (2)								Stock	
Employee Stock Options (2)	\$ 39.19	11/10/2005	M		412	11/06/2004	05/05/2009	Common Stock	2
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	374		05/10/2006	05/05/2009	Common Stock	(1)
Employee Stock Options (2)	\$ 39.19	11/10/2005	M		285	11/06/2004	05/14/2007	Common Stock	2
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	258		05/10/2006	05/14/2007	Common Stock	2
Employee Stock Options (2)	\$ 39.19	11/10/2005	M		13,079	11/06/2004	05/13/2008	Common Stock	13
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	11,897		05/10/2006	05/13/2008	Common Stock	11
Employee Stock Options (2)	\$ 39.81	11/10/2005	M		5,994	05/15/2002	05/03/2010	Common Stock	5,
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	5,500		05/10/2006	05/03/2010	Common Stock	5,
Employee Stock Options (2)	\$ 40.06	11/10/2005	M		307	11/15/2002	05/03/2010	Common Stock	63
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	282		05/10/2006	05/03/2010	Common Stock	2
Employee Stock Options (2)	\$ 40.06	11/10/2005	M		4,303	11/15/2002	05/05/2009	Common Stock	4,
Employee Stock Options (2)	\$ 46.06	11/10/2005	A	3,963		05/10/2006	05/05/2009	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Reporting Owners 3

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DRAUT ERIC JOHN

ONE EAST WACKER DRIVE X Executive Vice President & CFO

CHICAGO, IL 60601

Signatures

Eric J. Draut 11/14/2005

**Signature of Person 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).
- (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.

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