

SOUTHWELL DONALD GENE

Form 4

November 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOUTHWELL DONALD GENE

(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)

11/07/2005

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)

President, COO

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2005		M	142 A	\$ 41.86	100,096	D
Common Stock	11/07/2005		M	880 A	\$ 42	100,976	D
Common Stock	11/07/2005		M	10,406 A	\$ 42	111,382	D
Common Stock	11/07/2005		M	47,089 A	\$ 42	158,471	D
Common Stock	11/07/2005		F	55,552 D	\$ 45.83	102,919 ⁽¹⁾	D

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽²⁾	\$ 41.86	11/07/2005		M			142	02/05/2005	02/05/2013	Common Stock	142
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A		133		05/07/2006	02/05/2013	Common Stock	133
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M			880	11/01/2002	05/03/2010	Common Stock	880
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A		835		05/07/2006	05/03/2010	Common Stock	835
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M			10,406	11/01/2002	05/03/2010	Common Stock	10,406
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A		9,879		05/07/2006	05/03/2010	Common Stock	9,879
Employee Stock Options ⁽²⁾	\$ 42	11/07/2005		M			47,089	11/01/2002	05/01/2012	Common Stock	47,089
Employee Stock Options ⁽²⁾	\$ 45.83	11/07/2005		A		44,705		05/07/2006	05/01/2012	Common Stock	44,705

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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