UNITRIN INC Form 4

December 06, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * JEROME JERROLD V

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

UNITRIN INC [UTR] 3. Date of Earliest Transaction

4. If Amendment, Date Original

below)

(Check all applicable)

(Zip)

(Month/Day/Year)

Filed(Month/Day/Year)

X_ Director Officer (give title

10% Owner Other (specify

41 COUNTRY MEADOW ROAD

12/02/2004

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ 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

ROLLING HILLS ESTATES, CA 90274

					, <u>.</u>	,	•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Common Stock	12/02/2004	M	4,000	A	\$ 42	344,667	D
Common Stock	12/02/2004	M	78,255	A	\$ 41.29	422,922	D
Common Stock	12/02/2004	F	71,800	D	\$ 49.87	351,122	D

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

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number.

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Employee Director Stock Options (1)	\$ 42	12/02/2004		M		4,000	05/01/2003	05/01/2012	Common Stock
Non-Employee Director Stock Options (1)	\$ 49.87	12/02/2004		A	3,368		06/02/2005	05/01/2012	Common Stock
Non-Employee Director Stock Options (1)	\$ 41.29	12/02/2004		M		3,347	07/09/2004	05/02/2011	Common Stock
Non-Employee Director Stock Options (1)	\$ 49.87	12/02/2004		A	2,771		06/02/2005	05/02/2011	Common Stock
Non-Employee Director Stock Options (1)	\$ 41.29	12/02/2004		M		2,901	07/09/2004	05/03/2010	Common Stock
Non-Employee Director Stock Options (1)	\$ 49.87	12/02/2004		A	2,401		06/02/2005	05/03/2010	Common Stock
Employee Stock Options	\$ 41.29	12/02/2004		M		21,875	07/09/2004	05/14/2007	Common Stock
Employee Stock Options	\$ 49.87	12/02/2004		A	19,217		06/02/2005	05/14/2007	Common Stock
Employee Stock Options	\$ 41.29	12/02/2004		M		20,498	07/09/2004	02/01/2005	Common Stock
Employee Stock Options	\$ 41.29	12/02/2004		M		26,307	07/09/2004	05/13/2008	Common Stock
Employee Stock Options	\$ 49.87	12/02/2004		A	23,112		06/02/2005	05/13/2008	Common Stock

(1)

Employee Stock Options	\$ 41.29	12/02/2004	M		3,327	07/09/2004	03/06/2011	Common Stock
Employee Stock Options	\$ 49.87	12/02/2004	A	2,922		06/02/2005	03/06/2011	Common

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JEROME JERROLD V							
41 COUNTRY MEADOW ROAD	X						
ROLLING HILLS ESTATES, CA 90274							

Signatures

Scott Renwick, Attorney-in-Fact

**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) Rights to buy.
- (2) Reporting person holds a total of 14,882 options under the 1995 Non-Employee Director Stock Option Plan, 19,217 options under the 1990 Employee Stock Option Plan and 26,034 options under the 1997 Employee Stock Option Plan.

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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