

UNITRIN INC
Form 4
December 06, 2004

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)
41 COUNTRY MEADOW ROAD

(Street)

**ROLLING HILLS
ESTATES, CA 90274**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITRIN INC [UTR]

3. Date of Earliest Transaction (Month/Day/Year)
12/02/2004

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
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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SEC 1474 (9-02)

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 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 Underlying (Instr. 3 and 4)		
				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 ⁽¹⁾	\$ 41.29	12/02/2004		M		21,875		07/09/2004	05/14/2007	Common Stock
Employee Stock Options ⁽¹⁾	\$ 49.87	12/02/2004		A		19,217		06/02/2005	05/14/2007	Common Stock
Employee Stock Options ⁽¹⁾	\$ 41.29	12/02/2004		M		20,498		07/09/2004	02/01/2005	Common Stock
Employee Stock Options ⁽¹⁾	\$ 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
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(1)

Employee Stock Options	\$ 49.87	12/02/2004	A	2,922	06/02/2005	03/06/2011	Common Stock
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(1)

Reporting Owners

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

Signatures

Scott Renwick, Attorney-in-Fact	12/06/2004
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__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.

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