

VIE RICHARD CARL  
Form 4  
December 01, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VIE RICHARD CARL

(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)  
11/29/2005

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)  
Chairman of the Board and CEO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 11/29/2005                           |  | M                              |   | 11,925  | A  | \$ 43.1 557,882                   |
| Common Stock                    | 11/29/2005                           |  | M                              |   | 17,418  | A  | \$ 43.38 575,300                  |
| Common Stock                    | 11/29/2005                           |  | M                              |   | 8,290   | A  | \$ 43.5 583,590                   |
| Common Stock                    | 11/29/2005                           |  | M                              |   | 32,790  | A  | \$ 43.61 616,380                  |
| Common Stock                    | 11/29/2005                           |  | M                              |   | 8,162   | A  | \$ 43.5 624,542                   |

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|              |            |   |                       |   |          |             |   |
|--------------|------------|---|-----------------------|---|----------|-------------|---|
| Common Stock | 11/29/2005 | M | 1,239                 | A | \$ 43.5  | 625,781     | D |
| Common Stock | 11/29/2005 | M | 26,937                | A | \$ 43.5  | 652,718     | D |
| Common Stock | 11/29/2005 | M | 3,737                 | A | \$ 43.5  | 656,455     | D |
| Common Stock | 11/29/2005 | M | 2,516                 | A | \$ 43.5  | 658,971     | D |
| Common Stock | 11/29/2005 | M | 4,141                 | A | \$ 43.5  | 663,112     | D |
| Common Stock | 11/29/2005 | F | <u>111,196</u><br>(1) | D | \$ 47.45 | 551,916 (2) | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 of Underlying Security (Instr. 3 and 4) |              |                     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of |
| Employee Stock Options (3)                 | \$ 43.1  | 11/29/2005                           |  | M                              |   | 11,925   | 08/01/2005 02/01/2015                                       | Common Stock | 1                   |
| Employee Stock Options (3)                 | \$ 47.45   | 11/29/2005                           |  | A                              |   | 11,262   | 05/29/2006 02/01/2015                                       | Common Stock | 1                   |
| Employee Stock Options (3)                 | \$ 43.38   | 11/29/2005                           |  | M                              |   | 17,418   | 09/03/2004 02/05/2013                                       | Common Stock | 1                   |
| Employee Stock Options (3)                 | \$ 47.45   | 11/29/2005                           |  | A                              |   | 16,512   | 05/29/2006 02/05/2013                                       | Common Stock | 1                   |
| Employee Stock                             | \$ 43.5  | 11/20/2005                           |  | M                              |   | 8,290  | 09/04/2004 05/14/2007                                       | Common Stock | 8                   |

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Options <sup>(3)</sup>

|                                       |          |            |   |        |            |            |              |   |
|---------------------------------------|----------|------------|---|--------|------------|------------|--------------|---|
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 7,871  | 05/29/2006 | 05/14/2007 | Common Stock | 7 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.61 | 11/29/2005 | M | 32,790 | 02/03/2005 | 05/05/2009 | Common Stock | 3 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 31,182 | 05/29/2006 | 05/05/2009 | Common Stock | 3 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 8,162  | 03/07/2005 | 05/05/2009 | Common Stock | 8 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 7,750  | 05/29/2006 | 05/05/2009 | Common Stock | 7 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 1,239  | 03/07/2005 | 05/05/2009 | Common Stock | 1 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 1,175  | 05/29/2006 | 05/05/2009 | Common Stock | 1 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 26,937 | 03/07/2005 | 05/05/2009 | Common Stock | 2 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 25,578 | 05/29/2006 | 05/05/2009 | Common Stock | 2 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 3,737  | 03/07/2005 | 05/05/2009 | Common Stock | 3 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 3,547  | 05/29/2006 | 05/05/2009 | Common Stock | 3 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 2,516  | 03/07/2005 | 05/03/2010 | Common Stock | 2 |
| Employee Stock Options <sup>(3)</sup> | \$ 47.45 | 11/29/2005 | A | 2,388  | 05/29/2006 | 05/03/2010 | Common Stock | 2 |
| Employee Stock Options <sup>(3)</sup> | \$ 43.5  | 11/29/2005 | M | 4,141  | 03/07/2005 | 05/05/2009 | Common Stock | 4 |

|                        |          |            |  |   |       |            |            |        |   |
|------------------------|----------|------------|--|---|-------|------------|------------|--------|---|
| Employee               |          |            |  |   |       |            |            |        |   |
| Stock                  | \$ 47.45 | 11/29/2005 |  | A | 3,931 | 05/29/2006 | 05/05/2009 | Common | 3 |
| Options <sup>(3)</sup> |          |            |  |   |       |            |            | Stock  |   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| VIE RICHARD CARL<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 | X             |           | Chairman of<br>the Board and<br>CEO |       |

## Signatures

|  |                     |
|--|---------------------|
| Richard C. Vie                                     | 12/01/2005          |
| <small>**Signature of<br/>Reporting Person</small> | <small>Date</small> |

## 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.  
  
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.
- (3) Rights to buy.
- (4) Reporting person holds a total of 1,343,715 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.