

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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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 or Price		
Common Stock	11/29/2005		M		11,925 A \$ 43.1	D	
Common Stock	11/29/2005		M		17,418 A \$ 43.38	D	
Common Stock	11/29/2005		M		8,290 A \$ 43.5	D	
Common Stock	11/29/2005		M		32,790 A \$ 43.61	D	
Common Stock	11/29/2005		M		8,162 A \$ 43.5	D	

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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> (1)	D	\$ 47.45	551,916 (2)	D

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

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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
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 ⁽³⁾

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

Reporting Owners

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

Signatures

Richard C. Vie	12/01/2005
<small>**Signature of 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.