

VIE RICHARD CARL
Form 4
February 15, 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)
02/14/2005

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/14/2005 | | M | | 2,272 A \$ 41 | 485,886 | D |
| Common Stock | 02/14/2005 | | M | | 1,764 A \$ 41.28 | 487,650 | D |
| Common Stock | 02/14/2005 | | M | | 16,516 A \$ 40.98 | 504,166 | D |
| Common Stock | 02/14/2005 | | M | | 18,212 A \$ 41.68 | 522,378 | D |
| Common Stock | 02/14/2005 | | F | | 35,647 D \$ 47.64 | 486,731 ⁽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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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Options ⁽²⁾ | \$ 41 | 02/14/2005 | | M | 2,272 | 11/06/2002 05/02/2011 | Common Stock | 2,272 |
| Employee Stock Options ⁽²⁾ | \$ 47.64 | 02/14/2005 | | A | 2,079 | 08/14/2005 05/02/2011 | Common Stock | 2,079 |
| Employee Stock Options ⁽²⁾ | \$ 41.28 | 02/14/2005 | | M | 1,764 | 11/03/2002 05/13/2008 | Common Stock | 1,764 |
| Employee Stock Options ⁽²⁾ | \$ 47.64 | 02/14/2005 | | A | 1,620 | 08/14/2005 05/13/2008 | Common Stock | 1,620 |
| Employee Stock Options ⁽²⁾ | \$ 40.98 | 02/14/2005 | | M | 16,516 | 12/01/2004 05/14/2007 | Common Stock | 16,516 |
| Employee Stock Options ⁽²⁾ | \$ 47.64 | 02/14/2005 | | A | 15,117 | 08/14/2005 05/14/2007 | Common Stock | 15,117 |
| Employee Stock Options ⁽³⁾ | \$ 41.68 | 02/14/2005 | | M | 18,212 | 12/03/2004 05/05/2009 | Common Stock | 18,212 |
| Employee Stock Options ⁽²⁾ | \$ 47.64 | 02/14/2005 | | A | 16,831 | 08/14/2005 05/05/2009 | Common Stock | 16,831 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | 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 02/15/2005

__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).

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.

(1) Rights to buy.

(2) Reporting person holds a total of 1,412,250 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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