

RENWICK SCOTT
Form 4
May 13, 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 *
RENWICK SCOTT

(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)
05/12/2005

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)
Sr. V.P., Gen. Counsel & Secy.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/12/2005		M		10,197	A	\$ 33.7354
Common Stock	05/12/2005		M		3,332	A	\$ 33.0375
Common Stock	05/12/2005		M		25,000	A	\$ 34.5544
Common Stock	05/12/2005		M		2,052	A	\$ 37
Common Stock	05/12/2005		M		274	A	\$ 39.13
							41,585.537
							44,917.537
							69,917.537
							71,969.537
							72,243.537

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Common Stock 05/12/2005 F 33,268 D \$ 46.65 38,975.537 D
(1)

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

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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⁾	\$ 33.7354	05/12/2005		M		10,197	11/13/2001 05/13/2008	Common Stock	10
Employee Stock Options ⁽²⁾	\$ 46.65	05/12/2005		A		8,205	11/12/2005 05/13/2008	Common Stock	8
Employee Stock Options ⁽²⁾	\$ 33.0375	05/12/2005		M		3,332	11/05/2002 05/05/2009	Common Stock	3
Employee Stock Options ⁽²⁾	\$ 46.65	05/12/2005		A		2,645	11/12/2005 05/05/2009	Common Stock	2
Employee Stock Options ⁽²⁾	\$ 34.5544	05/12/2005		M		25,000	11/02/2004 05/02/2011	Common Stock	25
Employee Stock Options ⁽²⁾	\$ 46.65	05/12/2005		A		20,425	11/12/2005 05/02/2011	Common Stock	20
Employee Stock Options ⁽²⁾	\$ 37	05/12/2005		M		2,052	04/30/2004 01/31/2006	Common Stock	2
Employee Stock Options ⁽²⁾	\$ 46.65	05/12/2005		A		1,751	11/12/2005 01/31/2006	Common Stock	1
	\$ 39.13	05/12/2005		M		274	11/10/2002 01/12/2006		2

Employee Stock Options ⁽²⁾								Common Stock
Employee Stock Options ⁽²⁾	\$ 46.65	05/12/2005	A	242	11/12/2005	01/31/2006		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RENWICK SCOTT ONE EAST WACKER DRIVE CHICAGO, IL 60601			Sr. V.P., Gen. Counsel & Secy.	

Signatures

Scott Renwick 05/13/2005
 **Signature of Date
 Reporting Person

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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (2) Rights to buy.
- (3) Reporting person holds a total of 166,584 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.