

SOUTHWELL DONALD GENE  
 Form 4  
 November 08, 2004

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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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 \*  
 SOUTHWELL DONALD GENE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ONE EAST WACKER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
 11/04/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President, COO

(Street)  
 CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Price		
Common Stock	11/04/2004		M		\$ 18,276 A 35.5385	97,326	D
Common Stock	11/04/2004		M		\$ 4,562 A 35.7363	101,888	D
Common Stock	11/04/2004		F		\$ 1,503 D 45.83	100,385	D
Common Stock	11/04/2004		S		\$ 20,000 D 45.4596	80,385	D
Common Stock	11/05/2004		S		\$ 200 D 46.25	80,185	D

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Common Stock	11/05/2004	S	600	D	\$ 46.3	79,585	D
Common Stock	11/05/2004	S	200	D	\$ 46.34	79,385	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)

**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
Employee Stock Options <sup>(1)</sup>	\$ 35.5385	11/04/2004		M	18,276	05/01/2000 05/01/2006	Common Stock	18,276
Employee Stock Options <sup>(1)</sup>	\$ 35.7363	11/04/2004		M	4,562	01/01/2002 05/01/2006	Common Stock	4,562
Employee Stock Options <sup>(1)</sup>	\$ 45.83	11/04/2004		A	1,503	05/05/2005 05/01/2006	Common Stock	1,503

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOUTHWELL DONALD GENE ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		President, COO	

## Signatures

Scott Renwick,  
Attorney-in-fact  
11/08/2004

         \*\*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 411,602 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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