

KONAR EDWARD JAMES
Form 4
November 30, 2004

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 *
KONAR EDWARD JAMES

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

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

(City) (State) (Zip)

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	11/27/2004		M		5,386	A	\$ 39.52
Common Stock	11/27/2004		M		682	A	\$ 34.5544
Common Stock	11/27/2004		M		2,287	A	\$ 36.9
Common Stock	11/27/2004		M		2,286	A	\$ 37
Common Stock	11/27/2004		M		1,874	A	\$ 37.8116

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Common Stock	11/27/2004	M	4,100	A	\$ 38.78	40,496.0681 (1)	D
Common Stock	11/27/2004	F	14,421	D	\$ 47	26,075.0681 (1)	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)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option ⁽²⁾	\$ 39.52	11/27/2004		M		114		07/01/2002	01/31/2006	Common Stock	114
Employee Stock Option ⁽²⁾	\$ 47	11/27/2004		A		100		05/27/2005	01/31/2006	Common Stock	100
Employee Stock Options ⁽²⁾	\$ 34.5544	11/27/2004		M		682		11/02/2004	05/02/2011	Common Stock	682
Employee Stock Options ⁽²⁾	\$ 47	11/27/2004		A		6,089		05/27/2005	05/02/2011	Common Stock	6,089
Employee Stock Options ⁽²⁾	\$ 36.9	11/27/2004		M		2,287		05/03/2004	05/03/2010	Common Stock	2,287
Employee Stock Options ⁽²⁾	\$ 47	11/27/2004		A		3,553		05/27/2005	05/03/2010	Common Stock	3,553
Employee Stock Options ⁽²⁾	\$ 37	11/27/2004		M		2,286		05/02/2004	05/02/2011	Common Stock	2,286

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Employee Stock Options ⁽²⁾	\$ 37.8116	11/27/2004	M	1,874	07/01/2001	05/03/2010	Common Stock	1,874
Employee Stock Options ⁽²⁾	\$ 38.78	11/27/2004	M	4,100	05/06/2004	05/02/2011	Common Stock	4,100
Employee Stock Options ⁽²⁾	\$ 39.52	11/27/2004	M	5,272	07/01/2002	05/13/2008	Common Stock	5,272
Employee Stock Options ⁽²⁾	\$ 47	11/27/2004	A	4,679	05/27/2005	05/13/2008	Common Stock	4,679

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

Signatures

Edward J. Konar 11/30/2004
 **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) Included in the total are 4,281.0681 shares held in Issuer's 401(k) Plan.
- (2) Rights to buy.
- (3) Reporting person holds a total of 61,107 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.