

RENWICK SCOTT
Form 4
November 16, 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)
11/14/2005

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)
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)
				(A) or (D) Price			
Common Stock	05/25/2005		G	V 5,582 D	\$ 0 ⁽¹⁾ 33,393.537	D	
Common Stock	11/14/2005		M	3,689 A	\$ 39.13 37,082.537	D	
Common Stock	11/14/2005		M	2,275 A	\$ 39.13 39,357.537	D	
Common Stock	11/14/2005		M	168 A	\$ 39.13 39,525.537	D	
Common Stock	11/14/2005		M	764 A	\$ 34.16 40,289.537	D	

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Common Stock	11/14/2005	M	6,250	A	\$ 25.37	46,539.537	D
Common Stock	11/14/2005	M	10,272	A	\$ 34.16	56,811.537	D
Common Stock	11/14/2005	F	18,716 (2)	D	\$ 46.43	38,317.661 (3)	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		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
					(A)	(D)	Date Exercisable	Expiration Date		
Employee Stock Options (4)	\$ 39.13	11/14/2005		M		3,689	11/10/2002	01/31/2006	Common Stock	3,689
Employee Stock Options (4)	\$ 39.13	11/14/2005		M		2,275	11/10/2002	05/14/2007	Common Stock	2,275
Employee Stock Options (4)	\$ 46.43	11/14/2005		A		2,022	05/14/2006	05/14/2007	Common Stock	2,022
Employee Stock Options (4)	\$ 39.13	11/14/2005		M		168	11/10/2002	05/14/2007	Common Stock	168
Employee Stock Options (4)	\$ 46.43	11/14/2005		A		148	05/14/2006	05/14/2007	Common Stock	148
Employee Stock Options (4)	\$ 34.16	11/14/2005		M		764	04/30/2004	05/03/2010	Common Stock	764
Employee Stock Options (4)	\$ 46.43	11/14/2005		A		621	05/14/2006	05/03/2010	Common Stock	621

Employee Stock Options ⁽⁴⁾	\$ 25.37	11/14/2005	M	6,250	08/05/2005	02/05/2013	Common Stock	6,2
Employee Stock Options ⁽⁴⁾	\$ 46.43	11/14/2005	A	4,249	05/14/2006	02/05/2013	Common Stock	4,2
Employee Stock Options ⁽⁴⁾	\$ 34.16	11/14/2005	M	10,272	04/30/2004	05/03/2010	Common Stock	10,3
Employee Stock Options ⁽⁴⁾	\$ 46.43	11/14/2005	A	8,398	05/14/2006	05/03/2010	Common Stock	8,3

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 11/16/2005

**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).

- (1) Transaction reported was a gift for which reporting person received no consideration.
- (2) This reflects shares withheld 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.
- (3) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (4) Rights to buy.
- (5) Reporting person holds a total of 158,604 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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