SOUTHWELL DONALD GENE

Form 4

November 08, 2004

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. See Instruction

1(b).

(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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
ONE EAST W	ACKER D	RIVE	(Month/Day/Year) 11/04/2004	X Director 10% Owner Specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, II	L 60601		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquire Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Benefici Direct (D) Ownersh	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/04/2004		Code V M	Amount 18,276	(D)	Price \$ 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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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. Transactio Code (Instr. 8)	5. Number of Derivative Securitie Acquired Disposed (Instr. 3,	ve s l (A) or l of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Options (1)	\$ 35.5385	11/04/2004		M		18,276	05/01/2000	05/01/2006	Common Stock	18,1
Employee Stock Options (1)	\$ 35.7363	11/04/2004		M		4,562	01/01/2002	05/01/2006	Common Stock	4,5
Employee Stock Options (1)	\$ 45.83	11/04/2004		A	1,503		05/05/2005	05/01/2006	Common Stock	1,5

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher reduces	Director	10% Owner	Officer	Other			
SOUTHWELL DONALD GENE ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		President, COO				

Signatures

Scott Renwick, Attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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. 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.