

SOUTHWELL DONALD GENE

Form 4

November 04, 2004

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOUTHWELL DONALD GENE

(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)

11/03/2004

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)

President, COO

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)
Common Stock	11/03/2004		M	17,660 A	\$ 33.7354 89,605	D	
Common Stock	11/03/2004		F	14,959 D	\$ 43.07 74,646	D	
Common Stock	11/03/2004		M	25,544 A	\$ 34.48 100,190	D	
Common Stock	11/03/2004		F	21,949 D	\$ 43.07 78,241	D	
Common Stock	11/03/2004		M	5,469 A	\$ 35.4 83,710	D	

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Common Stock	11/03/2004	F	4,781	D	\$ 43.07	78,929	D
Common Stock	11/03/2004	M	969	A	\$ 35.5385	79,898	D
Common Stock	11/03/2004	F	848	D	\$ 43.07	79,050	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options ⁽¹⁾	\$ 33.7354	11/03/2004		M		17,660		11/13/2001	05/13/2008	Common Stock	17,660
Employee Stock Options ⁽¹⁾	\$ 43.07	11/03/2004		A		14,959		05/03/2005	05/13/2008	Common Stock	14,959
Employee Stock Options ⁽¹⁾	\$ 34.48	11/03/2004		M		25,544		11/01/2001	05/01/2006	Common Stock	25,544
Employee Stock Options ⁽¹⁾	\$ 43.07	11/03/2004		A		21,949		05/03/2005	05/01/2006	Common Stock	21,949
Employee Stock Options ⁽¹⁾	\$ 35.4	11/03/2004		M		5,469		01/01/2003	05/01/2006	Common Stock	5,469
Employee Stock Options ⁽¹⁾	\$ 43.07	11/03/2004		A		4,781		05/03/2005	05/01/2006	Common Stock	4,781
Employee Stock Options ⁽¹⁾	\$ 35.5385	11/03/2004		M		969		05/01/2000	05/01/2006	Common Stock	969

Employee									
Stock	\$ 43.07	11/03/2004		A	848	05/03/2005	05/01/2006	Common	8
Options ⁽¹⁾								Stock	

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

Donald G. Southwell	11/04/2004
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**Signature of Reporting Person	Date
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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 432,937 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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