

DRAUT ERIC JOHN
Form 4
May 10, 2005

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DRAUT ERIC JOHN

(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)
05/06/2005

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)
Executive Vice President & CFO

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	05/06/2005		M		21,191 A \$ 34.5544	76,748	D
Common Stock	05/06/2005		M		852 A \$ 35.5095	77,600	D
Common Stock	05/06/2005		M		3,987 A \$ 35.713	81,587	D
Common Stock	05/06/2005		M		2,986 A \$ 36.2947	84,573	D
Common Stock	05/06/2005		M		6,776 A \$ 36.9	91,349	D

Edgar Filing: DRAUT ERIC JOHN - Form 4

Common Stock 05/06/2005 F 29,588 D \$ 47.37 61,761 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options ⁽¹⁾	\$ 34.5544	05/06/2005		M		21,191	11/02/2004 05/02/2011	Common Stock	21,191
Employee Stock Options ⁽¹⁾	\$ 47.37	05/06/2005		A		17,145	11/06/2005 05/02/2011	Common Stock	17,145
Employee Stock Options ⁽¹⁾	\$ 35.5095	05/06/2005		M		852	06/09/2000 05/14/2007	Common Stock	852
Employee Stock Options ⁽¹⁾	\$ 47.37	05/06/2005		A		700	11/06/2005 05/14/2007	Common Stock	700
Employee Stock Options ⁽¹⁾	\$ 35.713	05/06/2005		M		3,987	05/16/2000 05/14/2007	Common Stock	3,987
Employee Stock Options ⁽¹⁾	\$ 47.37	05/06/2005		A		3,313	11/06/2005 05/14/2007	Common Stock	3,313
Employee Stock Options ⁽¹⁾	\$ 36.2947	05/06/2005		M		2,986	12/05/2001 05/03/2010	Common Stock	2,986
Employee Stock Options ⁽¹⁾	\$ 47.37	05/06/2005		A		2,562	11/06/2005 05/03/2010	Common Stock	2,562
	\$ 36.9	05/06/2005		M		6,776	05/03/2004 05/03/2010		6,776

