

ROESKE RICHARD  
Form 4  
November 05, 2004

**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 \*  
**ROESKE RICHARD**

(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)  
**Vice President & / Principal Accounting Officer**

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	V 769 A \$ 37.0508	23,983.626 (1)	D	
Common Stock	11/03/2004		M	4,758 A \$ 39.45	28,741.626 (1)	D	
Common Stock	11/03/2004		M	1,750 A \$ 25.37	30,491.626 (1)	D	
Common Stock	11/03/2004		M	2,500 A \$ 34.5544	32,991.626 (1)	D	
Common Stock	11/03/2004		M	4,052 A \$ 36.1551	37,043.626 (1)	D	

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Common Stock	11/03/2004	M	2,287	A	\$ 36.9	39,330.626 (1)	D
Common Stock	11/03/2004	M	6,908	A	\$ 37	46,238.626 (1)	D
Common Stock	11/03/2004	F	20,417	D	\$ 43.07	25,821.626 (1)	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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options <sup>(2)</sup>	\$ 37.0508	11/03/2004		M	769	12/25/1999 02/01/2005	Common Stock	769	
Employee Stock Options <sup>(2)</sup>	\$ 39.45	11/03/2004		M	4,758	11/03/2004 02/01/2005	Common Stock	4,758	
Employee Stock Options <sup>(2)</sup>	\$ 25.37	11/03/2004		M	1,750	08/05/2004 02/05/2013	Common Stock	1,750	
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004		A	1,241	05/03/2005 02/05/2013	Common Stock	1,241	
Employee Stock Options <sup>(2)</sup>	\$ 34.5544	11/03/2004		M	2,500	11/02/2004 05/02/2011	Common Stock	2,500	
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004		A	2,150	05/03/2005 05/02/2011	Common Stock	2,150	
	\$ 36.1551	11/03/2004		M	1,674	11/07/2001 01/31/2006		1,674	

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Employee Stock Options <sup>(2)</sup>	Price	Grant Date	Exercise Type	Quantity	Expiration Date	Common Stock	Quantity
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004	A	1,482	05/03/2005 01/31/2006	Common Stock	1,482
Employee Stock Options <sup>(2)</sup>	\$ 36.1551	11/03/2004	M	2,378	11/07/2001 05/14/2007	Common Stock	2,378
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004	A	2,106	05/03/2005 05/14/2007	Common Stock	2,106
Employee Stock Options <sup>(2)</sup>	\$ 36.9	11/03/2004	M	2,287	05/03/2004 05/03/2010	Common Stock	2,287
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004	A	2,054	05/03/2005 05/03/2010	Common Stock	2,054
Employee Stock Options <sup>(2)</sup>	\$ 37	11/03/2004	M	5,625	05/02/2004 05/13/2008	Common Stock	5,625
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004	A	5,065	05/03/2005 05/13/2008	Common Stock	5,065
Employee Stock Options <sup>(2)</sup>	\$ 37	11/03/2004	M	1,283	05/02/2004 05/03/2010	Common Stock	1,283
Employee Stock Options <sup>(2)</sup>	\$ 43.07	11/03/2004	A	1,155	05/03/2005 05/03/2010	Common Stock	1,155

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROESKE RICHARD ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President &	Principal Accounting Officer

## Signatures

Richard Roeske                      11/05/2004  
 \*\*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) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (2) Rights to buy.
- (3) Reporting person holds a total of 71,411 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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