UNITRIN INC Form 4 March 25, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

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 F		3. Date of Earliest Transaction	(Check all applicable)		
ONE EAST WACKER DRIVE		RIVE	(Month/Day/Year) 03/24/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) President, COO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CHICAGO, IL	, 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) Tabl	e I - Non-l	Derivative	e Secu	rities Acqui	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. Transactio Code (Instr. 8)		sed of	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	03/24/2005		Code V M	Amount 2,238	(D)	Price \$ 34.5544	91,058	D	
Common Stock	03/24/2005		M	1,588	A	\$ 38.0629	92,646	D	
Common Stock	03/24/2005		F	3,276	D	\$ 45.19	89,370	D	

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

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number.

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. Numb orDerivative Securities Acquired Disposed (Instr. 3, 5)	es d (A) or d of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Option (1)	\$ 34.5544	03/24/2005		M		2,238	11/02/2004	05/02/2011	Common Stock	2,23
Employee Stock Options (1)	\$ 45.19	03/24/2005		A	1,866		09/24/2005	05/02/2011	Common Stock	1,86
Employee Stock Options (1)	\$ 38.0629	03/24/2005		M		1,588	05/01/2002	05/14/2007	Common Stock	1,58
Employee Stock Options (1)	\$ 45.19	03/24/2005		A	1,410		09/24/2005	05/14/2007	Common Stock	1,41

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

Scott Renwick, Attorney-in-fact 03/25/2005

**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) Rights to buy.
- (2) Reporting person holds a total of 416,617 options under the Unitrin, Inc. 1990, 1997 and 2002 Stock Option Plans.

Reporting Owners 2

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