

KONAR EDWARD JAMES
Form 4
May 17, 2005

FORM 4

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

OMB APPROVAL

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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 *
KONAR EDWARD JAMES

(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)
05/16/2005

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)
Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/16/2005		M	V	1,460 A \$ 39.52	(1)	D
Common Stock	05/16/2005		M	V	236 A \$ 39.52	(1)	D
Common Stock	05/16/2005		M	V	290 A \$ 39.52	(1)	D
Common Stock	05/16/2005		F	V	1,773 D \$ 46.49	(1)	D

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

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(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 ⁽²⁾	\$ 39.52	05/16/2005		M	1,460	07/01/2002 05/13/2008	Common Stock	1,460	
Employee Stock Options ⁽²⁾	\$ 46.49	05/16/2005		A	1,305	11/16/2005 05/13/2008	Common Stock	1,305	
Employee Stock Options ⁽²⁾	\$ 39.52	05/16/2005		M	236	07/01/2002 05/03/2010	Common Stock	236	
Employee Stock Options ⁽²⁾	\$ 46.49	05/16/2005		A	210	11/16/2005 05/03/2010	Common Stock	210	
Employee Stock Options ⁽²⁾	\$ 39.52	05/16/2005		M	290	07/01/2002 05/03/2010	Common Stock	290	
Employee Stock Options ⁽²⁾	\$ 46.49	05/16/2005		A	258	11/16/2005 05/03/2010	Common Stock	258	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONAR EDWARD JAMES ONE EAST WACKER DRIVE CHICAGO, IL 60601			Vice President	

Signatures

Edward J. Konar

05/17/2005

__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) Included in the total are 4,357.8327 shares held in Issuer's 401(k) Plan.

(2) Rights to buy.

(3) Reporting person holds a total of 70,551 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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