

ROESKE RICHARD
Form 4
November 05, 2004

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol
UNITRIN INC [UTR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE EAST WACKER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/03/2004

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Vice President & / Principal Accounting Officer

(Street)
CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	11/03/2004		M	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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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⁾	\$ 37.0508	11/03/2004		M	769	12/25/1999	02/01/2005	Common Stock	769
Employee Stock Options ⁽²⁾	\$ 39.45	11/03/2004		M	4,758	11/03/2004	02/01/2005	Common Stock	4,758
Employee Stock Options ⁽²⁾	\$ 25.37	11/03/2004		M	1,750	08/05/2004	02/05/2013	Common Stock	1,750
Employee Stock Options ⁽²⁾	\$ 43.07	11/03/2004		A	1,241	05/03/2005	02/05/2013	Common Stock	1,241
Employee Stock Options ⁽²⁾	\$ 34.5544	11/03/2004		M	2,500	11/02/2004	05/02/2011	Common Stock	2,500
Employee Stock Options ⁽²⁾	\$ 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 ⁽²⁾								Common Stock	
Employee Stock Options ⁽²⁾	\$ 43.07	11/03/2004	A	1,482	05/03/2005	01/31/2006		Common Stock	1,482
Employee Stock Options ⁽²⁾	\$ 36.1551	11/03/2004	M	2,378	11/07/2001	05/14/2007		Common Stock	2,378
Employee Stock Options ⁽²⁾	\$ 43.07	11/03/2004	A	2,106	05/03/2005	05/14/2007		Common Stock	2,106
Employee Stock Options ⁽²⁾	\$ 36.9	11/03/2004	M	2,287	05/03/2004	05/03/2010		Common Stock	2,287
Employee Stock Options ⁽²⁾	\$ 43.07	11/03/2004	A	2,054	05/03/2005	05/03/2010		Common Stock	2,054
Employee Stock Options ⁽²⁾	\$ 37	11/03/2004	M	5,625	05/02/2004	05/13/2008		Common Stock	5,625
Employee Stock Options ⁽²⁾	\$ 43.07	11/03/2004	A	5,065	05/03/2005	05/13/2008		Common Stock	5,065
Employee Stock Options ⁽²⁾	\$ 37	11/03/2004	M	1,283	05/02/2004	05/03/2010		Common Stock	1,283
Employee Stock Options ⁽²⁾	\$ 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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