

DRAUT ERIC JOHN
Form 4
August 26, 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 *
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)
08/24/2005

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/24/2005		M		9,845 A \$ 25.37	D	
Common Stock	08/24/2005		M		2,378 A \$ 36.9	D	
Common Stock	08/24/2005		M		11,249 A \$ 37.82	D	
Common Stock	08/24/2005		M		9,807 A \$ 38.76	D	
Common Stock	08/24/2005		M		575 A \$ 38.95	D	

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Common Stock 08/24/2005 F 28,260 D \$ 47.31 68,179 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	
Employee Stock Options ⁽¹⁾	\$ 25.37	08/24/2005		M		9,845		08/05/2005	02/05/2013	Common Stock	9,845
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005		A		7,080		02/24/2006	02/05/2013	Common Stock	7,080
Employee Stock Options ⁽¹⁾	\$ 36.9	08/24/2005		M		1,895		05/03/2004	05/03/2010	Common Stock	1,895
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005		A		1,642		02/24/2006	05/03/2010	Common Stock	1,642
Employee Stock Options ⁽¹⁾	\$ 36.9	08/24/2005		M		483		05/03/2004	05/03/2010	Common Stock	483
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005		A		417		02/24/2006	05/03/2010	Common Stock	417
Employee Stock Options ⁽¹⁾	\$ 37.82	08/24/2005		M		9,836		12/04/2002	05/05/2009	Common Stock	9,836
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005		A		8,640		02/24/2006	05/05/2009	Common Stock	8,640

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Employee Stock Options ⁽¹⁾	\$ 37.82	08/24/2005	M	1,413	12/04/2002	05/05/2009	Common Stock	1,413
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	1,240	02/24/2006	05/05/2009	Common Stock	1,240
Employee Stock Options ⁽¹⁾	\$ 38.76	08/24/2005	M	837	06/03/2002	05/05/2009	Common Stock	837
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	744	02/24/2006	05/05/2009	Common Stock	744
Employee Stock Options ⁽¹⁾	\$ 38.76	08/24/2005	M	414	06/03/2002	05/03/2010	Common Stock	414
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	368	02/24/2006	05/03/2010	Common Stock	368
Employee Stock Options ⁽¹⁾	\$ 38.76	08/24/2005	M	5,568	06/03/2002	05/03/2010	Common Stock	5,568
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	4,957	02/24/2006	05/03/2010	Common Stock	4,957
Employee Stock Options ⁽¹⁾	\$ 38.76	08/24/2005	M	2,358	06/03/2002	05/03/2010	Common Stock	2,358
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	2,099	02/24/2006	05/03/2010	Common Stock	2,099
Employee Stock Options ⁽¹⁾	\$ 38.76	08/24/2005	M	630	06/03/2002	05/03/2010	Common Stock	630
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	560	02/24/2006	05/03/2010	Common Stock	560
Employee Stock Options ⁽¹⁾	\$ 38.95	08/24/2005	M	575	06/06/2002	05/05/2009	Common Stock	575
Employee Stock Options ⁽¹⁾	\$ 47.31	08/24/2005	A	513	02/24/2006	05/05/2009	Common Stock	513

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRAUT ERIC JOHN ONE EAST WACKER DRIVE CHICAGO, IL 60601	X		Executive Vice President & CFO	

Signatures

Eric J. Draut 08/25/2005

__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 343,714 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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