

ROESKE RICHARD
Form 4
November 14, 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 *
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)
11/10/2005

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 & / 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)
			Code	V Amount (A) or (D) Price			
Common Stock	11/10/2005		M	5,150 A \$ 42	36,848.155 (2)	D	
Common Stock	11/10/2005		M	2,334 A \$ 42.2	39,182.155 (2)	D	
Common Stock	11/10/2005		M	499 A \$ 43.07	39,681.155 (2)	D	
Common Stock	11/10/2005		M	983 A \$ 43.07	40,664.155 (2)	D	
Common Stock	11/10/2005		M	1,079 A \$ 43.07	41,743.155 (2)	D	

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Common Stock	11/10/2005	M	370	A	\$ 43.07	42,113.155 (2)	D
Common Stock	11/10/2005	M	657	A	\$ 43.07	42,770.155 (2)	D
Common Stock	11/10/2005	M	5,065	A	\$ 43.07	47,835.155 (2)	D
Common Stock	11/10/2005	M	2,150	A	\$ 43.07	49,985.155 (2)	D
Common Stock	11/10/2005	M	1,947	A	\$ 43.07	51,932.155 (2)	D
Common Stock	11/10/2005	M	107	A	\$ 43.07	52,039.155 (2)	D
Common Stock	11/10/2005	M	1,155	A	\$ 43.07	53,194.155 (2)	D
Common Stock	11/10/2005	M	1,241	A	\$ 43.07	54,435.155 (2)	D
Common Stock	11/10/2005	M	2,500	A	\$ 43.1	56,935.155 (2)	D
Common Stock	11/10/2005	F	23,955 (1)	D	\$ 46.06	32,980.155 (2)	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 (3)	\$ 42	11/10/2005		M	5,150	11/01/2005	05/01/2012	Common Stock	5,150
Employee Stock Options	\$ 46.06	11/10/2005		A	4,829	05/10/2006	05/01/2012	Common Stock	4,829

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Stock Options ⁽³⁾								Stock	
Employee Stock Options ⁽³⁾	\$ 42.2	11/10/2005	M	2,334	02/27/2005	02/05/2013	Common Stock	2,334	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	2,195	05/10/2006	02/05/2013	Common Stock	2,195	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	499	05/03/2005	01/31/2006	Common Stock	499	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	983	05/03/2005	01/31/2006	Common Stock	983	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	1,079	05/03/2005	05/14/2007	Common Stock	1,079	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	1,028	05/10/2006	05/14/2007	Common Stock	1,028	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	370	05/03/2005	05/14/2007	Common Stock	370	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	352	05/10/2006	05/14/2007	Common Stock	352	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	657	05/03/2005	05/14/2007	Common Stock	657	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	626	05/10/2006	05/14/2007	Common Stock	626	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	5,065	05/03/2005	05/13/2008	Common Stock	5,065	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	4,832	05/10/2006	05/13/2008	Common Stock	4,832	
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	2,150	05/03/2005	05/02/2011	Common Stock	2,150	
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	2,051	05/10/2006	05/02/2011	Common Stock	2,051	

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Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	1,947	05/03/2005	05/03/2010	Common Stock	1,947
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	1,857	05/10/2006	05/03/2010	Common Stock	1,857
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	107	05/03/2005	05/03/2010	Common Stock	107
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	102	05/10/2006	05/03/2010	Common Stock	102
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	1,155	05/03/2005	05/03/2010	Common Stock	1,155
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	1,102	05/10/2006	05/03/2010	Common Stock	1,102
Employee Stock Options ⁽³⁾	\$ 43.07	11/10/2005	M	1,241	05/03/2005	02/05/2013	Common Stock	1,241
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	1,183	05/10/2006	02/05/2013	Common Stock	1,183
Employee Stock Options ⁽³⁾	\$ 43.1	11/10/2005	M	2,500	08/01/2005	02/01/2015	Common Stock	2,500
Employee Stock Options ⁽³⁾	\$ 46.06	11/10/2005	A	2,386	05/10/2006	02/01/2015	Common Stock	2,386

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 11/14/2005

**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) This reflects shares withheld by or surrendered, either actually or constructively, to the Issuer in payment of the exercise price and/or taxes due in connection with the exercise of options disclosed in Table II.
- (2) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (3) Rights to buy.
- (4) Reporting person holds a total of 73,295 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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