

BENGSTON DAVID FREDERICK
 Form 4
 May 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BENGSTON DAVID FREDERICK

(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)
05/04/2005

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/04/2005 | | M | | 4,112 | A | \$ 41.9 |
| Common Stock | 05/04/2005 | | M | | 255 | A | \$ 42 |
| Common Stock | 05/04/2005 | | M | | 586 | A | \$ 42.42 |
| Common Stock | 05/04/2005 | | F | | 4,514 | D | \$ 47.89 |
| | | | | | | | 22,065 |
| | | | | | | | 22,320 |
| | | | | | | | 22,906 |
| | | | | | | | 18,392 |

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

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SEC 1474
(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⁾ | \$ 41.9 | 05/04/2005 | | M | 4,112 | 12/04/2004 | 05/03/2010 | Common Stock | 4,112 |
| Employee Stock Options ⁽¹⁾ | \$ 47.89 | 05/04/2005 | | A | 3,744 | 11/04/2005 | 05/03/2010 | Common Stock | 3,744 |
| Employee Stock Options ⁽¹⁾ | \$ 42 | 05/04/2005 | | M | 255 | 11/01/2004 | 05/01/2012 | Common Stock | 255 |
| Employee Stock Options ⁽¹⁾ | \$ 47.89 | 05/04/2005 | | A | 232 | 11/04/2005 | 05/01/2012 | Common Stock | 232 |
| Employee Stock Options ⁽¹⁾ | \$ 42.42 | 05/04/2005 | | M | 586 | 07/02/2004 | 05/14/2007 | Common Stock | 586 |
| Employee Stock Options ⁽¹⁾ | \$ 47.89 | 05/04/2005 | | A | 538 | 11/04/2005 | 05/14/2007 | Common Stock | 538 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENGSTON DAVID FREDERICK ONE EAST WACKER DRIVE CHICAGO, IL 60601 | | | Vice President | |

Signatures

David F.
Bengston

05/05/2005

__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 32,745 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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