

UNITRIN INC
Form 4
November 24, 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 *
SINGLETON GROUP LLC

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)
11661 SAN VICENTE
BLVD, SUITE 915

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2004

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

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

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

LOS ANGELES, CA 90049

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 11/23/2004 | | S | 12,200 D \$ 45.5 | 14,005,120 | D (1) | (1) |
| Common Stock | 11/23/2004 | | S | 1,000 D \$ 45.51 | 14,004,120 | D (1) | (1) |
| Common Stock | 11/23/2004 | | S | 200 D \$ 45.52 | 14,003,920 | D (1) | (1) |
| Common Stock | 11/23/2004 | | S | 100 D \$ 45.55 | 14,003,820 | D (1) | (1) |
| Common Stock | 11/23/2004 | | S | 100 D \$ 45.56 | 14,003,720 | D (1) | (1) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|------------|------------------|------------|
| Common Stock | 11/23/2004 | S | 300 | D | \$ 45.63 | 14,003,420 | D ⁽¹⁾ | <u>(1)</u> |
| Common Stock | 11/24/2004 | S | 2,900 | D | \$ 45.7 | 14,000,520 | D ⁽¹⁾ | <u>(1)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGLETON GROUP LLC 11661 SAN VICENTE BLVD SUITE 915 LOS ANGELES, CA 90049 | | X | | |
| SINGLETON WILLIAM W 11661 SAN VICENTE BLVD SUITE 915 LOS ANGELES, CA 90049 | | X | | |
| SINGLETON CAROLINE W 11661 SAN VICENTE BLVD SUITE 915 LOS ANGELES, CA 90049 | | X | | |

Signatures

Donald E. Rugg, as manager of the Singleton Group LLC and Attorney-in-fact for William W. Singleton and Caroline W. Singleton

11/24/2004

__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).

These shares are owned directly by the Singleton Group LLC. Caroline W. Singleton is the trustee and beneficiary of a trust that has a membership interest in the Singleton Group LLC. William W. Singleton also is the trustee and beneficiary of a trust that has a

- (1) membership interest in the Singleton Group LLC. Caroline W. Singleton and William W. Singleton, who are filing jointly with the Singleton Group LLC, disclaim beneficial interest of the Unitrin, Inc. common stock held by the Singleton Group LLC except to the extent of their pecuniary interest therein.

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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