VIE RICHARD CARL

Form 4

December 01, 2005

FORM 4

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * VIE RICHARD CARL			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)	3. Date of Earliest Transaction	(Check all applicable)			
ONE EAST WACKER DRIVE		RIVE	(Month/Day/Year) 11/29/2005	_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman of the Board and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
CHICAGO, IL 60601				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ies Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)	
Common Stock	11/29/2005		M	11,925	A		557,882	D	
Common Stock	11/29/2005		M	17,418	A	\$ 43.38	575,300	D	
Common Stock	11/29/2005		M	8,290	A	\$ 43.5	583,590	D	
Common Stock	11/29/2005		M	32,790	A	\$ 43.61	616,380	D	
Common Stock	11/29/2005		M	8,162	A	\$ 43.5	624,542	D	

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Common Stock	11/29/2005	M	1,239	A	\$ 43.5	625,781	D
Common Stock	11/29/2005	M	26,937	A	\$ 43.5	652,718	D
Common Stock	11/29/2005	M	3,737	A	\$ 43.5	656,455	D
Common Stock	11/29/2005	M	2,516	A	\$ 43.5	658,971	D
Common Stock	11/29/2005	M	4,141	A	\$ 43.5	663,112	D
Common Stock	11/29/2005	F	111,196 (1)	D	\$ 47.45	551,916 (2)	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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Derivative Expiration Date Unde Securities Acquired (Month/Day/Year) (Instr A) or Disposed of D)		7. Title and A Underlying So (Instr. 3 and 4	ecu
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or No		
Employee Stock Options (3)	\$ 43.1	11/29/2005		M		11,925	08/01/2005	02/01/2015	Common Stock	1		
Employee Stock Options (3)	\$ 47.45	11/29/2005		A	11,262		05/29/2006	02/01/2015	Common Stock	1		
Employee Stock Options (3)	\$ 43.38	11/29/2005		M		17,418	09/03/2004	02/05/2013	Common Stock	1		
Employee Stock Options (3)	\$ 47.45	11/29/2005		A	16,512		05/29/2006	02/05/2013	Common Stock	1		
Employee Stock	\$ 43.5	11/20/2005		M		8,290	09/04/2004	05/14/2007	Common Stock	8		

(9-02)

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Options (3)									
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	7,871		05/29/2006	05/14/2007	Common Stock	7
Employee Stock Options (3)	\$ 43.61	11/29/2005	M		32,790	02/03/2005	05/05/2009	Common Stock	3:
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	31,182		05/29/2006	05/05/2009	Commom Stock	3
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		8,162	03/07/2005	05/05/2009	Common Stock	8
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	7,750		05/29/2006	05/05/2009	Common Stock	7
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		1,239	03/07/2005	05/05/2009	Common Stock	1
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	1,175		05/29/2006	05/05/2009	Common Stock	1
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		26,937	03/07/2005	05/05/2009	Common Stock	20
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	25,578		05/29/2006	05/05/2009	Common Stock	2:
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		3,737	03/07/2005	05/05/2009	Common Stock	3
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	3,547		05/29/2006	05/05/2009	Common Stock	3
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		2,516	03/07/2005	05/03/2010	Common Stock	2
Employee Stock Options (3)	\$ 47.45	11/29/2005	A	2,388		05/29/2006	05/03/2010	Common Stock	2
Employee Stock Options (3)	\$ 43.5	11/29/2005	M		4,141	03/07/2005	05/05/2009	Common Stock	4

Employee

Stock \$ 47.45 11/29/2005 A 3,931 05/29/2006 05/05/2009 Common Stock

Options (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

VIE RICHARD CARL

ONE EAST WACKER DRIVE

X

Chairman of the Board and

CHICAGO, IL 60601 CEO

Signatures

Richard C. Vie 12/01/2005

**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) 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.
- In addition, 15,834 shares are held in a trust, the trustee of which is reporting person's wife. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) Rights to buy.
- (4) Reporting person holds a total of 1,343,715 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 4