

RENEWICK SCOTT

Form 4

November 16, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RENEWICK SCOTT**

(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)

**11/14/2005**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)

**Sr. V.P., Gen. Counsel & Secy.**

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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                    | 05/25/2005                           |                                                    | G                              | V                                                                 | 5,582  | D          | \$ 0 <sup>(1)</sup> | 33,393.537                                                                                    | D                                                        |                                                       |
| Common Stock                    | 11/14/2005                           |                                                    | M                              |                                                                   | 3,689  | A          | \$ 39.13            | 37,082.537                                                                                    | D                                                        |                                                       |
| Common Stock                    | 11/14/2005                           |                                                    | M                              |                                                                   | 2,275  | A          | \$ 39.13            | 39,357.537                                                                                    | D                                                        |                                                       |
| Common Stock                    | 11/14/2005                           |                                                    | M                              |                                                                   | 168    | A          | \$ 39.13            | 39,525.537                                                                                    | D                                                        |                                                       |
| Common Stock                    | 11/14/2005                           |                                                    | M                              |                                                                   | 764    | A          | \$ 34.16            | 40,289.537                                                                                    | D                                                        |                                                       |

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|              |            |   |               |   |          |                   |   |
|--------------|------------|---|---------------|---|----------|-------------------|---|
| Common Stock | 11/14/2005 | M | 6,250         | A | \$ 25.37 | 46,539.537        | D |
| Common Stock | 11/14/2005 | M | 10,272        | A | \$ 34.16 | 56,811.537        | D |
| Common Stock | 11/14/2005 | F | 18,716<br>(2) | D | \$ 46.43 | 38,317.661<br>(3) | D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                       |                            |
| Employee Stock Options (4)                 | \$ 39.13                                               | 11/14/2005                           |                                                    | M                              | 3,689                                                                                   | 11/10/2002 01/31/2006                                    | Common Stock                                                | 3,689                      |
| Employee Stock Options (4)                 | \$ 39.13                                               | 11/14/2005                           |                                                    | M                              | 2,275                                                                                   | 11/10/2002 05/14/2007                                    | Common Stock                                                | 2,275                      |
| Employee Stock Options (4)                 | \$ 46.43                                               | 11/14/2005                           |                                                    | A                              | 2,022                                                                                   | 05/14/2006 05/14/2007                                    | Common Stock                                                | 2,022                      |
| Employee Stock Options (4)                 | \$ 39.13                                               | 11/14/2005                           |                                                    | M                              | 168                                                                                     | 11/10/2002 05/14/2007                                    | Common Stock                                                | 168                        |
| Employee Stock Options (4)                 | \$ 46.43                                               | 11/14/2005                           |                                                    | A                              | 148                                                                                     | 05/14/2006 05/14/2007                                    | Common Stock                                                | 148                        |
| Employee Stock Options (4)                 | \$ 34.16                                               | 11/14/2005                           |                                                    | M                              | 764                                                                                     | 04/30/2004 05/03/2010                                    | Common Stock                                                | 764                        |
| Employee Stock Options (4)                 | \$ 46.43                                               | 11/14/2005                           |                                                    | A                              | 621                                                                                     | 05/14/2006 05/03/2010                                    | Common Stock                                                | 621                        |

|                                             |          |            |   |        |            |            |                 |        |
|---------------------------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Employee<br>Stock<br>Options <sup>(4)</sup> | \$ 25.37 | 11/14/2005 | M | 6,250  | 08/05/2005 | 02/05/2013 | Common<br>Stock | 6,250  |
| Employee<br>Stock<br>Options <sup>(4)</sup> | \$ 46.43 | 11/14/2005 | A | 4,249  | 05/14/2006 | 02/05/2013 | Common<br>Stock | 4,249  |
| Employee<br>Stock<br>Options <sup>(4)</sup> | \$ 34.16 | 11/14/2005 | M | 10,272 | 04/30/2004 | 05/03/2010 | Common<br>Stock | 10,272 |
| Employee<br>Stock<br>Options <sup>(4)</sup> | \$ 46.43 | 11/14/2005 | A | 8,398  | 05/14/2006 | 05/03/2010 | Common<br>Stock | 8,398  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                        | Other |
| RENEWICK SCOTT<br>ONE EAST WACKER DRIVE<br>CHICAGO, IL 60601 |               |           | Sr. V.P., Gen. Counsel & Secy. |       |

## Signatures

Scott Renwick 11/16/2005

    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) Transaction reported was a gift for which reporting person received no consideration.
- (2) This reflects shares withheld 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.
- (3) Total includes shares acquired under a bank-sponsored dividend reinvestment plan, which are exempt from reporting by SEC Rule 16a-11.
- (4) Rights to buy.
- (5) Reporting person holds a total of 158,604 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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