

BOSCHELLI JOHN MICHAEL

Form 4

November 10, 2004

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BOSCHELLI JOHN MICHAEL

(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)

11/08/2004

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 ____ Other (specify
below) below)

Treasurer

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	11/08/2004		M		5,654	A	\$ 33.0375	8,929.4104 (1)	D
Common Stock	11/08/2004		M		4,346	A	\$ 29.9548	13,275.4104 (1)	D
Common Stock	11/08/2004		S		5,000	D	\$ 46	8,275.4104 (1)	D
Common Stock	11/08/2004		S		2,000	D	\$ 46.03	6,275.4104 (1)	D
Common Stock	11/08/2004		S		1,000	D	\$ 46.05	5,275.4104 (1)	D

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Common Stock	11/08/2004	S	200	D	\$ 46.06	5,075.4104 (1)	D
Common Stock	11/08/2004	S	600	D	\$ 46.1	4,475.4104 (1)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options ⁽²⁾	\$ 33.0375	11/08/2004		M	5,654	11/05/2002 05/05/2009	Common Stock 5,654
Employee Stock Options ⁽²⁾	\$ 29.9548	11/08/2004		M	4,346	11/03/2003 05/03/2010	Common Stock 4,346

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BOSCHELLI JOHN MICHAEL ONE EAST WACKER DRIVE CHICAGO, IL 60601	Treasurer

Signatures

John M.
Boschelli 11/10/2004

__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).

(1) Included in the total are 438,4104 shares held in Issuer's 401(k) Plan.

(2) Rights to buy.

(3) Reporting person holds a total of 53,625 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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