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UNITRIN INC  
Form 13F-HR  
November 10, 2005

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2005

Check here if Amendment [ ] ; Amendment Number:  
This Amendment (Check only one.): [ ] is a restatement.  
[ ] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: UNITRIN, INC.  
Address: One East Wacker Drive, 10th Floor  
Chicago, IL 60601

13F File Number: 28-02715

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Richard Roeske  
Title: Vice President  
Phone: 312-661-4600

Signature, Place, and Date of Signing:

/s/ Richard Roeske Chicago, IL November 10, 2005

Report Type (Check only one.):

[ X ] 13F HOLDINGS REPORT.  
[ ] 13F NOTICE.  
[ ] 13F COMBINATION REPORT.

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
Form13F Information Table Entry Total: 185  
Form13F Information Table Value Total: \$1,199,024 (thousands)  
List of Other Included Managers:

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Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional managers with respect to which this report is filed, other than the manager filing this report.

No.	13F File Number	Name
01	28-00121	TRINITY UNIVERSAL INSURANCE COMPANY
02	28-00117	UNITED INSURANCE COMPANY OF AMERICA

FORM 13F INFORMATION TABLE									
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHARES/ PRN AMT	SH/ PRN	PUT/ CALL	INVSTMT DSCRETN	OTH MANA	
ABBOTT LABS	COM	002824100	424	10000	SH		OTHER		
ABBOTT LABS	COM	002824100	2544	60000	SH		OTHER		02
ALTRIA GROUP INC	COM	02209S103	14005	190000	SH		OTHER		02
ALTRIA GROUP INC	COM	02209S103	2580	35000	SH		OTHER		
AMERICAN EXPRESS CO	COM	025816109	431	7500	SH		OTHER		
AMERICAN EXPRESS CO	COM	025816109	2883	50200	SH		OTHER		02
AMERICAN INTL GROUP INC	COM	026874107	527	8500	SH		OTHER		
AMERICAN INTL GROUP INC	COM	026874107	2169	35000	SH		OTHER		02
ANHEUSER BUSCH COS INC	COM	035229103	301	7000	SH		OTHER		
ANHEUSER BUSCH COS INC	COM	035229103	1937	45000	SH		OTHER		02
ARAMARK CORP	CL B	038521100	534	20000	SH		OTHER		02
ARAMARK CORP	CL B	038521100	534	20000	SH		OTHER		01
AUTONATION INC	COM	05329W102	527	26400	SH		OTHER		02
AUTONATION INC	COM	05329W102	527	26400	SH		OTHER		01
BAKER HUGHES INC	COM	057224107	49176	824000	SH		DEFINED		01
BANK OF AMERICA CORPORATION	COM	060505104	400	9500	SH		OTHER		
BANK OF AMERICA CORPORATION	COM	060505104	2450	58200	SH		OTHER		02
BEARINGPOINT INC	COM	074002106	1039	136900	SH		OTHER		02
BEARINGPOINT INC	COM	074002106	1039	136900	SH		OTHER		01
BELO CORP	COM SER A	080555105	780	34100	SH		OTHER		02
BELO CORP	COM SER A	080555105	780	34100	SH		OTHER		01
BLACK & DECKER CORP	COM	091797100	1043	12700	SH		OTHER		02
BLACK & DECKER CORP	COM	091797100	1043	12700	SH		OTHER		01
BP PLC	SPONSORED ADR	055622104	956	13500	SH		OTHER		
BP PLC	SPONSORED ADR	055622104	4960	70000	SH		OTHER		02
BRUNSWICK CORP	COM	117043109	1521	40300	SH		OTHER		01
BRUNSWICK CORP	COM	117043109	1521	40300	SH		OTHER		02
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	963	31400	SH		OTHER		02
CABLEVISION SYS CORP	CL A NY CABLVS	12686C109	963	31400	SH		OTHER		01
CENDANT CORP	COM	151313103	318	15400	SH		OTHER		01
CENDANT CORP	COM	151313103	318	15400	SH		OTHER		02
CHEVRON CORP NEW	COM	166764100	976	15080	SH		OTHER		
CHEVRON CORP NEW	COM	166764100	5140	79400	SH		OTHER		02
CITIGROUP INC	COM	172967101	5940	130500	SH		OTHER		02
CITIGROUP INC	COM	172967101	1220	26800	SH		OTHER		
CITIGROUP INC	COM	172967101	525	11531	SH		DEFINED		
CITIGROUP INC	COM	172967101	2791	61315	SH		DEFINED		02
CITIGROUP INC	COM	172967101	455	9994	SH		DEFINED		01
COCA COLA CO	COM	191216100	4643	107500	SH		OTHER		02
COCA COLA CO	COM	191216100	799	18500	SH		OTHER		
COLGATE PALMOLIVE CO	COM	194162103	1505	28500	SH		OTHER		02
COLGATE PALMOLIVE CO	COM	194162103	370	7000	SH		OTHER		
CONOCOPHILLIPS	COM	20825C104	4544	65000	SH		OTHER		02
CONOCOPHILLIPS	COM	20825C104	874	12500	SH		OTHER		
CONSECO INC	COM NEW	208464883	1281	60700	SH		OTHER		02

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CONSECO INC	COM NEW	208464883	1281	60700	SH	OTHER	01
DISCOVERY HOLDING CO	CL A COM	25468Y107	912	63200	SH	OTHER	01
DISCOVERY HOLDING CO	CL A COM	25468Y107	912	63200	SH	OTHER	02
DONNELLEY R R & SONS CO	COM	257867101	1120	30200	SH	OTHER	02
DONNELLEY R R & SONS CO	COM	257867101	1120	30200	SH	OTHER	01
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1044	35300	SH	OTHER	01
ECHOSTAR COMMUNICATIONS NEW	CL A	278762109	1044	35300	SH	OTHER	02
EMERSON ELEC CO	COM	291011104	2061	28700	SH	OTHER	02
EMERSON ELEC CO	COM	291011104	409	5700	SH	OTHER	
EQUIFAX INC	COM	294429105	1247	35700	SH	OTHER	02
EQUIFAX INC	COM	294429105	1247	35700	SH	OTHER	01
EXXON MOBIL CORP	COM	30231G102	2249	35400	SH	OTHER	
EXXON MOBIL CORP	COM	30231G102	12708	200000	SH	OTHER	02
FEDERAL HOME LN MTG CORP	COM	313400301	1186	21000	SH	OTHER	02
FEDERAL HOME LN MTG CORP	COM	313400301	198	3500	SH	OTHER	
FORD MTR CO CAP TR II	PFD TR CV6.5%	345395206	365	10000	SH	DEFINED	02
FORTUNE BRANDS INC	COM	349631101	1074	13200	SH	OTHER	02
FORTUNE BRANDS INC	COM	349631101	1074	13200	SH	OTHER	01
GAP INC DEL	COM	364760108	1081	62000	SH	OTHER	02
GAP INC DEL	COM	364760108	1081	62000	SH	OTHER	01
GENERAL ELEC CO	COM	369604103	1347	40000	SH	OTHER	
GENERAL ELEC CO	COM	369604103	1616	48000	SH	DEFINED	
GENERAL ELEC CO	COM	369604103	5758	171000	SH	OTHER	02
GOLDMAN SACHS GROUP INC	COM	38141G104	608	5000	SH	SOLE	
HARLEY DAVIDSON INC	COM	412822108	877	18100	SH	OTHER	01
HARLEY DAVIDSON INC	COM	412822108	877	18100	SH	OTHER	02
HARTFORD FINL SVCS GROUP INC	COM	416515104	19161	248300	SH	DEFINED	02
HOME DEPOT INC	COM	437076102	1335	35000	SH	OTHER	02
HOME DEPOT INC	COM	437076102	267	7000	SH	OTHER	
HSBC HLDGS PLC	SPON ADR NEW	404280406	2461	30300	SH	OTHER	02
HSBC HLDGS PLC	SPON ADR NEW	404280406	487	6000	SH	OTHER	
IMATION CORP	COM	45245A107	311	7250	SH	OTHER	01
IMATION CORP	COM	45245A107	311	7250	SH	OTHER	02
INTEL CORP	COM	458140100	4055	164500	SH	OTHER	02
INTEL CORP	COM	458140100	774	31400	SH	OTHER	
JOHNSON & JOHNSON	COM	478160104	823	13000	SH	OTHER	
JOHNSON & JOHNSON	COM	478160104	4746	75000	SH	OTHER	02
JPMORGAN & CHASE & CO	COM	46625H100	2843	83800	SH	OTHER	02
JPMORGAN & CHASE & CO	COM	46625H100	543	16000	SH	OTHER	
KNIGHT RIDDER INC	COM	499040103	528	9000	SH	OTHER	01
KNIGHT RIDDER INC	COM	499040103	528	9000	SH	OTHER	02
KRAFT FOODS INC	CL A	50075N104	948	31000	SH	DEFINED	02
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1047	21500	SH	OTHER	01
LABORATORY CORP AMER HLDGS	COM NEW	50540R409	1047	21500	SH	OTHER	02
LAUDER ESTEE COS INC	CL A	518439104	1104	31700	SH	OTHER	01
LAUDER ESTEE COS INC	CL A	518439104	428	12300	SH	OTHER	02
LAUDER ESTEE COS INC	CL A	518439104	174	5000	SH	OTHER	
LAUDER ESTEE COS INC	CL A	518439104	1104	31700	SH	OTHER	02
LENNAR CORP	CL A	526057104	627	10500	SH	OTHER	01
LENNAR CORP	CL A	526057104	627	10500	SH	OTHER	02
LIBERTY GLOBAL INC	COM SER C	530555309	355	13768	SH	OTHER	02
LIBERTY GLOBAL INC	COM SER C	530555309	355	13768	SH	OTHER	01
LILLY ELI & CO	COM	532457108	535	10000	SH	OTHER	
LILLY ELI & CO	COM	532457108	2408	45000	SH	OTHER	02
LIMITED BRANDS INC	COM	532716107	693	33900	SH	OTHER	02
LIMITED BRANDS INC	COM	532716107	691	33800	SH	OTHER	01
LIZ CLAIBORNE INC	COM	539320101	606	15400	SH	OTHER	02
LIZ CLAIBORNE INC	COM	539320101	606	15400	SH	OTHER	01
MARSH & MCLENNAN COS INC	COM	571748102	365	12000	SH	OTHER	
MARSH & MCLENNAN COS INC	COM	571748102	1520	50000	SH	OTHER	02
MASCO CORP	COM	574599106	982	32000	SH	OTHER	01
MASCO CORP	COM	574599106	982	32000	SH	OTHER	02

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MATTEL INC	COM	577081102	642	38500	SH	OTHER	01
MATTEL INC	COM	577081102	642	38500	SH	OTHER	02
MBIA INC	COM	55262C100	970	16000	SH	OTHER	01
MBIA INC	COM	55262C100	970	16000	SH	OTHER	02
MCDONALDS CORP	COM	580135101	502	15000	SH	OTHER	
MCDONALDS CORP	COM	580135101	1842	55000	SH	OTHER	02
MCGRAW HILL COS INC	COM	580645109	961	20000	SH	OTHER	
MCGRAW HILL COS INC	COM	580645109	3363	70000	SH	OTHER	02
MCI INC	COM	552691107	373	14676	SH	DEFINED	01
MEDIMMUNE INC	COM	584699102	1508	44800	SH	OTHER	01
MEDIMMUNE INC	COM	584699102	1508	44800	SH	OTHER	02
MERRILL LYNCH & CO INC	COM	590188108	1675	27300	SH	OTHER	02
MERRILL LYNCH & CO INC	COM	590188108	307	5000	SH	OTHER	
MGIC INVT CORP WIS	COM	552848103	1104	17200	SH	OTHER	01
MGIC INVT CORP WIS	COM	552848103	1104	17200	SH	OTHER	02
MICROSOFT CORP	COM	594918104	2859	111100	SH	OTHER	02
MICROSOFT CORP	COM	594918104	530	20600	SH	OTHER	
NATIONAL SEMICONDUCTOR CORP	COM	637640103	799	30500	SH	OTHER	02
NATIONAL SEMICONDUCTOR CORP	COM	637640103	799	30500	SH	OTHER	01
NEWS CORP	CL A	65248E104	246	15800	SH	OTHER	
NEWS CORP	CL A	65248E104	1662	106600	SH	OTHER	02
NORTHROP GRUMMAN CORP	COM	666807102	329780	6067711	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	100416	1847589	SH	SOLE	
OCCIDENTAL PETE CORP DEL	COM	674599105	308	3600	SH	OTHER	
OCCIDENTAL PETE CORP DEL	COM	674599105	1452	17000	SH	OTHER	02
OMNICARE INC	COM	681904108	742	13200	SH	OTHER	01
OMNICARE INC	COM	681904108	742	13200	SH	OTHER	02
PEPSI BOTTLING GROUP INC	COM	713409100	668	23400	SH	OTHER	02
PEPSI BOTTLING GROUP INC	COM	713409100	668	23400	SH	OTHER	01
PEPSICO INC	COM	713448108	856	15100	SH	OTHER	
PEPSICO INC	COM	713448108	3970	70000	SH	OTHER	02
PFIZER INC	COM	717081103	5244	210000	SH	OTHER	02
PFIZER INC	COM	717081103	874	35000	SH	OTHER	
PRAXAIR INC	COM	74005P104	216	4500	SH	OTHER	
PRAXAIR INC	COM	74005P104	959	20000	SH	OTHER	02
PROCTER & GAMBLE CO	COM	742718109	981	16500	SH	OTHER	
PROCTER & GAMBLE CO	COM	742718109	5458	91800	SH	OTHER	02
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2232	34000	SH	OTHER	02
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	263	4000	SH	OTHER	
SNAP ON INC	COM	833034101	1409	39000	SH	OTHER	02
SNAP ON INC	COM	833034101	1409	39000	SH	OTHER	01
SOVEREIGN BANCORP INC	COM	845905108	1510	68500	SH	OTHER	02
SOVEREIGN BANCORP INC	COM	845905108	1510	68500	SH	OTHER	01
SUNTRUST BKS INC	COM	867914103	451	6500	SH	OTHER	
SUNTRUST BKS INC	COM	867914103	2084	30000	SH	OTHER	02
SYSCO CORP	COM	871829107	784	25000	SH	OTHER	02
SYSCO CORP	COM	871829107	173	5500	SH	OTHER	
TARGET CORP	COM	87612E106	2337	45000	SH	OTHER	02
TARGET CORP	COM	87612E106	519	10000	SH	OTHER	
TIFFANY & CO NEW	COM	886547108	1217	30600	SH	OTHER	01
TIFFANY & CO NEW	COM	886547108	1217	30600	SH	OTHER	02
TIME WARNER INC	COM	887317105	272	15000	SH	OTHER	
TIME WARNER INC	COM	887317105	634	35000	SH	OTHER	02
TOTAL S A	SPONSORED ADR	89151E109	2716	20000	SH	OTHER	02
TOTAL S A	SPONSORED ADR	89151E109	543	4000	SH	OTHER	
TRIBUNE CO NEW	COM	896047107	949	28000	SH	OTHER	01
TRIBUNE CO NEW	COM	896047107	949	28000	SH	OTHER	02
UNITED PARCEL SERVICE INC	CL B	911312106	277	4000	SH	OTHER	
UNITED PARCEL SERVICE INC	CL B	911312106	1728	25000	SH	OTHER	02
UNIVERSAL AMERN FINL CORP	COM	913377107	1137	50000	SH	DEFINED	
UNOVA INC	COM	91529B106	442769	12657764	SH	DEFINED	01
VIACOM INC	CL B	925524308	660	20000	SH	OTHER	02

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WAL MART STORES INC	COM	931142103	526	12000	SH	OTHER	
WAL MART STORES INC	COM	931142103	2892	66000	SH	OTHER	02
WALGREEN CO	COM	931422109	3911	90000	SH	OTHER	02
WALGREEN CO	COM	931422109	869	20000	SH	OTHER	
WASHINGTON MUT INC	COM	939322103	1710	43600	SH	OTHER	01
WASHINGTON MUT INC	COM	939322103	1710	43600	SH	OTHER	02
WATSON PHARMACEUTICALS INC	COM	942683103	674	18400	SH	OTHER	01
WATSON PHARMACEUTICALS INC	COM	942683103	674	18400	SH	OTHER	02
WILMINGTON TRUST CORP	COM	971807102	824	22600	SH	OTHER	01
WILMINGTON TRUST CORP	COM	971807102	824	22600	SH	OTHER	02
XEROX CORP	COM	984121103	1406	103000	SH	OTHER	01
XEROX CORP	COM	984121103	1406	103000	SH	OTHER	02
YORK INTL CORP NEW	COM	986670107	1200	21400	SH	OTHER	02
YORK INTL CORP NEW	COM	986670107	1200	21400	SH	OTHER	01
YUM BRANDS INC	COM	988498101	310	6400	SH	OTHER	01
YUM BRANDS INC	COM	988498101	310	6400	SH	OTHER	02