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UNITRIN INC
Form 13F-HR
November 12, 2008

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, 2008

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, 9th 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 11, 2008

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: 1
Form13F Information Table Entry Total: 81
Form13F Information Table Value Total: \$926,706 (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

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	4031	70000	SH		OTHER	01
ALABAMA AIRCRAFT IND INC	COM	01023E100	107	54175	SH		DEFINED	01
ALTRIA GROUP INC	COM	02209S103	4464	225000	SH		OTHER	01
AMERICAN EXPRESS CO	COM	025816109	1867	52700	SH		OTHER	01
AMERIPRISE FINL INC	COM	03076C106	957	25040	SH		OTHER	01
APPLE INC	COM	037833100	2501	22000	SH		OTHER	01
AUTOMATIC DATA PROCESSING IN	COM	053015103	2309	54000	SH		OTHER	01
AVALONBAY CMNTYS INC	COM	053484101	1988	20200	SH		OTHER	01
BAKER HUGHES INC	COM	057224107	14045	232000	SH		DEFINED	01
BANK OF AMERICA CORPORATION	COM	060505104	2975	85000	SH		OTHER	01
BARCLAYS BANK PLC	ADS7.75%PFD S4	06739H511	12568	800000	SH		DEFINED	
BEARINGPOINT INC	COM	074002106	522	1002900	SH		OTHER	01
BOSTON PROPERTIES INC	COM	101121101	1854	19800	SH		OTHER	01
BP PLC	SPONSORED ADR	055622104	1756	35000	SH		OTHER	01
CATERPILLAR INC DEL	COM	149123101	2682	45000	SH		OTHER	01
CHEVRON CORP NEW	COM	166764100	7793	94480	SH		OTHER	01
CISCO SYS INC	COM	17275R102	2482	110000	SH		OTHER	01
CITIGROUP INC	COM	172967101	1996	97300	SH		OTHER	01
COCA COLA CO	COM	191216100	7086	134000	SH		OTHER	01
CONOCOPHILLIPS	COM	20825C104	6812	93000	SH		OTHER	01
DOUGLAS EMMETT INC	COM	25960P109	1841	79800	SH		OTHER	01
EMERSON ELEC CO	COM	291011104	2806	68800	SH		OTHER	01
ESSEX PPTY TR INC	COM	297178105	2083	17600	SH		OTHER	01
EXXON MOBIL CORP	COM	30231G102	18281	235400	SH		OTHER	01
FEDERAL REALTY INVT TR	SH BEN INT NEW	313747206	2422	28300	SH		OTHER	01
FIFTH STREET FINANCE CORP	COM	31678A103	7404	736689	SH		DEFINED	01
FORD MTR CO DEL	COM PAR \$0.01	345370860	232	44610	SH		DEFINED	
FREEMPORT-MCMORAN COPPER & GO	COM	35671D857	1171	20600	SH		OTHER	01
GENERAL DYNAMICS CORP	COM	369550108	1472	20000	SH		OTHER	01
GENERAL ELECTRIC CO	COM	369604103	1224	48000	SH		DEFINED	01
GENERAL ELECTRIC CO	COM	369604103	5738	225000	SH		OTHER	01
GOLDMAN SACHS GROUP INC	COM	38141G104	640	5000	SH		SOLE	
HALLIBURTON CO	COM	406216101	2429	75000	SH		OTHER	01
HARTFORD FINL SVCS GROUP INC	COM	416515104	8137	198500	SH		DEFINED	
HOME DEPOT INC	COM	437076102	1165	45000	SH		OTHER	01
HSBC HLDGS PLC	SPON ADR NEW	404280406	3637	45000	SH		OTHER	01
INTEL CORP	COM	458140100	3744	199900	SH		OTHER	01
INTERMEC INC	COM	458786100	248598	12657764	SH		DEFINED	01
ISHARES TR	MSCI EAFE IDX	464287465	42867	761400	SH		DEFINED	01
JOHNSON & JOHNSON	COM	478160104	6097	88000	SH		OTHER	01
JPMORGAN & CHASE & CO	COM	46625H100	3727	79800	SH		OTHER	01
KRAFT FOODS INC	CL A	50075N104	2479	75705	SH		OTHER	01
LAUDER ESTEE COS INC	CL A	518439104	863	17300	SH		OTHER	01
LOWES COS INC	COM	548661107	190	8000	SH		OTHER	01
MACERICH CO	COM	554382101	1846	29000	SH		OTHER	01
MCDONALDS CORP	COM	580135101	4319	70000	SH		OTHER	01

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MCGRAW HILL COS INC	COM	580645109	2845	90000	SH	OTHER	01
MEDTRONIC INC	COM	585055106	1829	36500	SH	OTHER	01
MERRILL LYNCH & CO INC	COM	590188108	1265	50000	SH	OTHER	01
MICROCHIP TECHNOLOGY INC	COM	595017104	809	27500	SH	OTHER	01
MICROSOFT CORP	COM	594918104	3248	121700	SH	OTHER	01
NEWS CORP	CL A	65248E104	1528	127400	SH	OTHER	01
NORTHROP GRUMMAN CORP	COM	666807102	258495	4269823	SH	DEFINED	01
NORTHROP GRUMMAN CORP	COM	666807102	117506	1940958	SH	SOLE	
NOVO-NORDISK A S	ADR	670100205	2048	40000	SH	OTHER	01
OCCIDENTAL PETE CORP DEL	COM	674599105	3452	49000	SH	OTHER	01
PEPSICO INC	COM	713448108	5352	75100	SH	OTHER	01
PHILIP MORRIS INTL INC	COM	718172109	10823	225000	SH	OTHER	01
PRAXAIR INC	COM	74005P104	2439	34000	SH	OTHER	01
PROCTER & GAMBLE CO	COM	742718109	7617	109300	SH	OTHER	01
PROLOGIS	SH BEN INT	743410102	1420	34400	SH	OTHER	01
PRUDENTIAL FINL INC	COM	744320102	1440	20000	SH	OTHER	01
PUBLIC STORAGE	COM	74460D109	1743	17600	SH	OTHER	01
QUALCOMM INC	COM	747525103	1289	30000	SH	OTHER	01
RIO TINTO PLC	SPONSORED ADR	767204100	1747	7000	SH	OTHER	01
ROYAL DUTCH SHELL PLC	SPONS ADR A	780259206	2242	38000	SH	OTHER	01
SL GREEN RLTY CORP	COM	78440X101	1426	22000	SH	OTHER	01
SYSCO CORP	COM	871829107	1696	55000	SH	OTHER	01
TARGET CORP	COM	87612E106	2943	60000	SH	OTHER	01
TAUBMAN CTRS INC	COM	876664103	1925	38500	SH	OTHER	01
TEXAS INSTRS INC	COM	882508104	1619	75300	SH	OTHER	01
TOTAL S A	SPONSORED ADR	89151E109	2961	48800	SH	OTHER	01
TRANSOCEAN INC NEW	SHS	G90073100	1691	15391	SH	OTHER	01
UNITED TECHNOLOGIES CORP	COM	913017109	2673	44500	SH	OTHER	01
UNIVERSAL AMERICAN CORP	COM	913377107	610	50000	SH	DEFINED	
VANGUARD INTL EQUITY INDEX F	EMR MKT ETF	922042858	10689	308400	SH	DEFINED	01
VENTAS INC	COM	92276F100	1977	40000	SH	OTHER	01
VORNADO RLTY TR	SH BEN INT	929042109	1855	20400	SH	OTHER	01
WAL MART STORES INC	COM	931142103	4671	78000	SH	OTHER	01
WALGREEN CO	COM	931422109	4025	130000	SH	OTHER	01
WHOLE FOODS MKT INC	COM	966837106	601	30000	SH	OTHER	01