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UNITRIN INC
Form 13F-HR
May 13, 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: March 31, 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, 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 May 12, 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: 120
Form13F Information Table Value Total: \$1,355,634 (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 | 3861 | 70000 | SH | | OTHER | 01 |
| ALABAMA AIRCRAFT IND INC | COM | 01023E100 | 158 | 54175 | SH | | DEFINED | 01 |
| ALPHARMA INC | CL A | 020813101 | 1193 | 45500 | SH | | OTHER | 01 |
| ALTRIA GROUP INC | COM | 02209S103 | 4995 | 225000 | SH | | OTHER | 01 |
| AMERICAN EXPRESS CO | COM | 025816109 | 2523 | 57700 | SH | | OTHER | 01 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 1881 | 43500 | SH | | OTHER | 01 |
| AMERIPRISE FINL INC | COM | 03076C106 | 1298 | 25040 | SH | | OTHER | 01 |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 2467 | 52000 | SH | | OTHER | 01 |
| APPLE INC | COM | 037833100 | 2870 | 20000 | SH | | OTHER | 01 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 2289 | 54000 | SH | | OTHER | 01 |
| AVALONBAY CMNTYS INC | COM | 053484101 | 1544 | 16000 | SH | | OTHER | 01 |
| BAKER HUGHES INC | COM | 057224107 | 31442 | 459000 | SH | | DEFINED | 01 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 3222 | 85000 | SH | | OTHER | 01 |
| BARCLAYS BANK PLC | ADS7.75%PFD S4 | 06739H511 | 20000 | 800000 | SH | | DEFINED | |
| BEARINGPOINT INC | COM | 074002106 | 1685 | 1002900 | SH | | OTHER | 01 |
| BIO RAD LABS INC | CL A | 090572207 | 151 | 1700 | SH | | OTHER | 01 |
| BLACK & DECKER CORP | COM | 091797100 | 238 | 3600 | SH | | OTHER | 01 |
| BOSTON PROPERTIES INC | COM | 101121101 | 2173 | 23600 | SH | | OTHER | 01 |
| BP PLC | SPONSORED ADR | 055622104 | 2123 | 35000 | SH | | OTHER | 01 |
| CAMDEN PPTY TR | SH BEN INT | 133131102 | 1431 | 28500 | SH | | OTHER | 01 |
| CATERPILLAR INC DEL | COM | 149123101 | 3523 | 45000 | SH | | OTHER | 01 |
| CHEVRON CORP NEW | COM | 166764100 | 8065 | 94480 | SH | | OTHER | 01 |
| CISCO SYS INC | COM | 17275R102 | 2409 | 100000 | SH | | OTHER | 01 |
| CITIGROUP INC | COM | 172967101 | 3369 | 157300 | SH | | OTHER | 01 |
| COCA COLA CO | COM | 191216100 | 8065 | 132500 | SH | | OTHER | 01 |
| CONAGRA FOODS INC | COM | 205887102 | 283 | 11800 | SH | | OTHER | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 7088 | 93000 | SH | | OTHER | 01 |
| CONSECO INC | COM NEW | 208464883 | 1771 | 173600 | SH | | OTHER | 01 |
| CORPORATE OFFICE PPTYS TR | SH BEN INT | 22002T108 | 1583 | 47100 | SH | | OTHER | 01 |
| DISCOVERY HOLDING CO | CL A COM | 25468Y107 | 3047 | 143600 | SH | | OTHER | 01 |
| DONNELLEY R R & SONS CO | COM | 257867101 | 1264 | 41700 | SH | | OTHER | 01 |
| DOUGLAS EMMETT INC | COM | 25960P109 | 1871 | 84800 | SH | | OTHER | 01 |
| DOVER CORP | COM | 260003108 | 326 | 7800 | SH | | OTHER | 01 |
| ECHOSTAR CORP | CL A | 278768106 | 644 | 21800 | SH | | OTHER | 01 |
| ELECTRONICS FOR IMAGING INC | COM | 286082102 | 1112 | 74500 | SH | | OTHER | 01 |
| EMERSON ELEC CO | COM | 291011104 | 3540 | 68800 | SH | | OTHER | 01 |
| ESSEX PPTY TR INC | COM | 297178105 | 2006 | 17600 | SH | | OTHER | 01 |
| EXPEDIA INC DEL | COM | 30212P105 | 1171 | 53500 | SH | | OTHER | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 19910 | 235400 | SH | | OTHER | 01 |
| FOOT LOCKER INC | COM | 344849104 | 1974 | 167700 | SH | | OTHER | 01 |
| FORD MTR CO DEL | COM PAR \$0.01 | 345370860 | 262 | 45717 | SH | | DEFINED | |
| FORTUNE BRANDS INC | COM | 349631101 | 1112 | 16000 | SH | | OTHER | 01 |
| GENERAL ELECTRIC CO | COM | 369604103 | 1776 | 48000 | SH | | DEFINED | 01 |
| GENERAL ELECTRIC CO | COM | 369604103 | 8327 | 225000 | SH | | OTHER | 01 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 827 | 5000 | SH | | SOLE | |
| GRAINGER W W INC | COM | 384802104 | 443 | 5800 | SH | | OTHER | 01 |

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|------------------------------|---------------|-----------|--------|----------|----|---------|----|
| HALLIBURTON CO | COM | 406216101 | 2950 | 75000 | SH | OTHER | 01 |
| HARLEY DAVIDSON INC | COM | 412822108 | 1046 | 27900 | SH | OTHER | 01 |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 15040 | 198500 | SH | DEFINED | |
| HOME DEPOT INC | COM | 437076102 | 1818 | 65000 | SH | OTHER | 01 |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 3704 | 45000 | SH | OTHER | 01 |
| IDEARC INC | COM | 451663108 | 252 | 69300 | SH | OTHER | 01 |
| INTEL CORP | COM | 458140100 | 4234 | 199900 | SH | OTHER | 01 |
| INTERMEC INC | COM | 458786100 | 280876 | 12657764 | SH | DEFINED | 01 |
| ISHARES TR | MSCI EAFE IDX | 464287465 | 54745 | 761400 | SH | DEFINED | 01 |
| JOHNSON & JOHNSON | COM | 478160104 | 5709 | 88000 | SH | OTHER | 01 |
| JP MORGAN CHASE & CO | COM | 46625H100 | 4286 | 99800 | SH | OTHER | 01 |
| KINETIC CONCEPTS INC | COM NEW | 49460W208 | 596 | 12900 | SH | OTHER | 01 |
| KRAFT FOODS INC | CL A | 50075N104 | 2348 | 75705 | SH | OTHER | 01 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 147 | 2000 | SH | OTHER | 01 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 793 | 17300 | SH | OTHER | 01 |
| LEGG MASON INC | COM | 524901105 | 677 | 12100 | SH | OTHER | 01 |
| LIMITED BRANDS INC | COM | 532716107 | 1197 | 70000 | SH | OTHER | 01 |
| LIZ CLAIBORNE INC | COM | 539320101 | 1089 | 60000 | SH | OTHER | 01 |
| LOWES COS INC | COM | 548661107 | 184 | 8000 | SH | OTHER | 01 |
| MCDONALDS CORP | COM | 580135101 | 3904 | 70000 | SH | OTHER | 01 |
| MCGRAW HILL COS INC | COM | 580645109 | 3326 | 90000 | SH | OTHER | 01 |
| MDS INC | COM | 55269P302 | 3312 | 170000 | SH | OTHER | 01 |
| MEDTRONIC INC | COM | 585055106 | 1766 | 36500 | SH | OTHER | 01 |
| MERRILL LYNCH & CO INC | COM | 590188108 | 2037 | 50000 | SH | OTHER | 01 |
| MICROCHIP TECHNOLOGY INC | COM | 595017104 | 900 | 27500 | SH | OTHER | 01 |
| MICRON TECHNOLOGY INC | COM | 595112103 | 1134 | 190000 | SH | OTHER | 01 |
| MICROSOFT CORP | COM | 594918104 | 3454 | 121700 | SH | OTHER | 01 |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 2530 | 138100 | SH | OTHER | 01 |
| NEWS CORP | CL A | 65248E104 | 2389 | 127400 | SH | OTHER | 01 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 360325 | 4630833 | SH | DEFINED | 01 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 309197 | 3973748 | SH | SOLE | |
| NOVO-NORDISK A S | ADR | 670100205 | 2770 | 40000 | SH | OTHER | 01 |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 3585 | 49000 | SH | OTHER | 01 |
| OMNICARE INC | COM | 681904108 | 1645 | 90600 | SH | OTHER | 01 |
| PARTNERRE LTD | COM | G6852T105 | 206 | 2700 | SH | OTHER | 01 |
| PEPSICO INC | COM | 713448108 | 6144 | 85100 | SH | OTHER | 01 |
| PRAXAIR INC | COM | 74005P104 | 2864 | 34000 | SH | OTHER | 01 |
| PROCTER & GAMBLE CO | COM | 742718109 | 7659 | 109300 | SH | OTHER | 01 |
| PROLOGIS | SH BEN INT | 743410102 | 2025 | 34400 | SH | OTHER | 01 |
| PRUDENTIAL FINL INC | COM | 744320102 | 1565 | 20000 | SH | OTHER | 01 |
| PUBLIC STORAGE | COM | 74460D109 | 2012 | 22700 | SH | OTHER | 01 |
| QUALCOMM INC | COM | 747525103 | 1230 | 30000 | SH | OTHER | 01 |
| RIO TINTO PLC | SPONSORED ADR | 767204100 | 2883 | 7000 | SH | OTHER | 01 |
| ROBERT HALF INTL INC | COM | 770323103 | 489 | 19000 | SH | OTHER | 01 |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 2621 | 38000 | SH | OTHER | 01 |
| SAFECO CORP | COM | 786429100 | 553 | 12600 | SH | OTHER | 01 |
| SCRIPPS E W CO OHIO | CL A | 811054204 | 1012 | 24100 | SH | OTHER | 01 |
| SIMON PPTY GROUP INC NEW | COM | 828806109 | 1979 | 21300 | SH | OTHER | 01 |
| SL GREEN RLTY CORP | COM | 78440X101 | 1222 | 15000 | SH | OTHER | 01 |
| SNAP ON INC | COM | 833034101 | 2446 | 48100 | SH | OTHER | 01 |
| SOVEREIGN BANCORP INC | COM | 845905108 | 2361 | 253350 | SH | OTHER | 01 |
| SUN MICROSYSTEMS INC | COM NEW | 866810203 | 1553 | 100000 | SH | OTHER | 01 |
| SYSCO CORP | COM | 871829107 | 1596 | 55000 | SH | OTHER | 01 |
| TARGET CORP | COM | 87612E106 | 3041 | 60000 | SH | OTHER | 01 |
| TAUBMAN CTRS INC | COM | 876664103 | 2214 | 42500 | SH | OTHER | 01 |
| TENET HEALTHCARE CORP | COM | 88033G100 | 2915 | 515000 | SH | OTHER | 01 |
| TERADATA CORP DEL | COM | 88076W103 | 953 | 43200 | SH | OTHER | 01 |
| TEXAS INSTRS INC | COM | 882508104 | 2129 | 75300 | SH | OTHER | 01 |
| THOR INDS INC | COM | 885160101 | 997 | 33500 | SH | OTHER | 01 |
| TIFFANY & CO NEW | COM | 886547108 | 247 | 5900 | SH | OTHER | 01 |
| TOTAL S A | SPONSORED ADR | 89151E109 | 3612 | 48800 | SH | OTHER | 01 |
| TRACTOR SUPPLY CO | COM | 892356106 | 755 | 19100 | SH | OTHER | 01 |

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|------------------------------|-------------|-----------|-------|--------|----|---------|----|
| TRANSOCEAN INC NEW | SHS | G90073100 | 2081 | 15391 | SH | OTHER | 01 |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 3062 | 44500 | SH | OTHER | 01 |
| UNIVERSAL AMERICAN CORP | COM | 913377107 | 530 | 50000 | SH | DEFINED | |
| VANGUARD INTL EQUITY INDEX F | EMR MKT ETF | 922042858 | 14499 | 154200 | SH | DEFINED | 01 |
| VIRGIN MEDIA INC | COM | 92769L101 | 1921 | 136500 | SH | OTHER | 01 |
| WAL MART STORES INC | COM | 931142103 | 4109 | 78000 | SH | OTHER | 01 |
| WALGREEN CO | COM | 931422109 | 4952 | 130000 | SH | OTHER | 01 |
| WASHINGTON MUT INC | COM | 939322103 | 1229 | 119300 | SH | OTHER | 01 |
| WEINGARTEN RLTY INVS | SH BEN INT | 948741103 | 1646 | 47800 | SH | OTHER | 01 |
| WHOLE FOODS MKT INC | COM | 966837106 | 989 | 30000 | SH | OTHER | 01 |
| XEROX CORP | COM | 984121103 | 2246 | 150000 | SH | OTHER | 01 |
| ZALE CORP NEW | COM | 988858106 | 1810 | 91600 | SH | OTHER | 01 |