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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