

UNITRIN INC  
Form 8-K/A  
February 10, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 02/03/2009**

**Unitrin, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 0-18298**

**DE**  
(State or other jurisdiction

of incorporation)

**95-4255452**  
(IRS Employer

Identification No.)

**One East Wacker Drive, Chicago, IL 60601**

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(Address of principal executive offices, including zip code)

**312-661-4600**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

**Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:**

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

**Explanatory Note**

This Form 8-K/A is being filed by Unitrin, Inc. to replace Exhibits 10.2 and 10.3 to the Form 8-K filed on February 9, 2009 (the Original 8-K ) to correct inadvertent errors with the versions of these two exhibits filed with the Original 8-K. There are no changes to the text of Item 5.02 or to Exhibits 10.1 and 10.4 as filed with the Original 8-K.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The text of Item 5.02 as included in the Original 8-K remains unchanged.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 10.2 Form of Annual Incentive Award Instrument under the Unitrin, Inc. 2009 Performance Incentive Plan, as of February 3, 2009

Exhibit 10.3 Form of Multi-Year Incentive Award Agreement under the Unitrin, Inc. 2009 Performance Incentive Plan, as of February 3, 2009

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Unitrin, Inc.

Date: February 10, 2009

By: /s/ Scott Renwick  
Scott Renwick  
Senior Vice President,

General Counsel & Secretary