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UNITRIN INC
Form 13F-HR
February 14, 2006

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 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 February 13, 2006

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: 139
Form13F Information Table Value Total: \$1,209,889 (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 DCRETN | OTH MANA |
|------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|-------------------|-------------|
| ABBOTT LABS | COM | 002824100 | 394 | 10000 | SH | | OTHER | |
| ABBOTT LABS | COM | 002824100 | 2366 | 60000 | SH | | OTHER | 01 |
| ALTRIA GROUP INC | COM | 02209S103 | 2615 | 35000 | SH | | OTHER | |
| ALTRIA GROUP INC | COM | 02209S103 | 14197 | 190000 | SH | | OTHER | 01 |
| AMERICAN EXPRESS CO | COM | 025816109 | 386 | 7500 | SH | | OTHER | |
| AMERICAN EXPRESS CO | COM | 025816109 | 2583 | 50200 | SH | | OTHER | 01 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 580 | 8500 | SH | | OTHER | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 2388 | 35000 | SH | | OTHER | 01 |
| AMERIPRISE FINL INC | COM | 03076C106 | 164 | 4000 | SH | | OTHER | |
| AMERIPRISE FINL INC | COM | 03076C106 | 1954 | 47640 | SH | | OTHER | 01 |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 301 | 7000 | SH | | OTHER | |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 1933 | 45000 | SH | | OTHER | 01 |
| ARAMARK CORP | CL B | 038521100 | 1528 | 55000 | SH | | OTHER | 01 |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 275 | 6000 | SH | | OTHER | |
| AUTOMATIC DATA PROCESSING IN | COM | 053015103 | 1377 | 30000 | SH | | OTHER | 01 |
| AUTONATION INC | COM | 05329W102 | 1147 | 52800 | SH | | OTHER | 01 |
| BAKER HUGHES INC | COM | 057224107 | 48685 | 801000 | SH | | DEFINED | 01 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 531 | 11500 | SH | | OTHER | |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 2769 | 60000 | SH | | OTHER | 01 |
| BEARINGPOINT INC | COM | 074002106 | 2682 | 341200 | SH | | OTHER | 01 |
| BELO CORP | COM SER A | 080555105 | 1460 | 68200 | SH | | OTHER | 01 |
| BLACK & DECKER CORP | COM | 091797100 | 2209 | 25400 | SH | | OTHER | 01 |
| BP PLC | SPONSORED ADR | 055622104 | 867 | 13500 | SH | | OTHER | |
| BP PLC | SPONSORED ADR | 055622104 | 4495 | 70000 | SH | | OTHER | 01 |
| BRUNSWICK CORP | COM | 117043109 | 3277 | 80600 | SH | | OTHER | 01 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 1474 | 62800 | SH | | OTHER | 01 |
| CENDANT CORP | COM | 151313103 | 531 | 30800 | SH | | OTHER | 01 |
| CHEVRON CORP NEW | COM | 166764100 | 856 | 15080 | SH | | OTHER | |
| CHEVRON CORP NEW | COM | 166764100 | 4508 | 79400 | SH | | OTHER | 01 |
| CITIGROUP INC | COM | 172967101 | 560 | 11531 | SH | | DEFINED | |
| CITIGROUP INC | COM | 172967101 | 3461 | 71309 | SH | | DEFINED | 01 |
| CITIGROUP INC | COM | 172967101 | 1301 | 26800 | SH | | OTHER | |
| CITIGROUP INC | COM | 172967101 | 6333 | 130500 | SH | | OTHER | 01 |
| COCA COLA CO | COM | 191216100 | 746 | 18500 | SH | | OTHER | |
| COCA COLA CO | COM | 191216100 | 4333 | 107500 | SH | | OTHER | 01 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 384 | 7000 | SH | | OTHER | |
| COLGATE PALMOLIVE CO | COM | 194162103 | 1563 | 28500 | SH | | OTHER | 01 |
| CONOCOPHILLIPS | COM | 20825C104 | 727 | 12500 | SH | | OTHER | |
| CONOCOPHILLIPS | COM | 20825C104 | 3782 | 65000 | SH | | OTHER | 01 |
| CONSECO INC | COM NEW | 208464883 | 2813 | 121400 | SH | | OTHER | 01 |
| DISCOVERY HOLDING CO | CL A COM | 25468Y107 | 2142 | 141400 | SH | | OTHER | 01 |
| DONNELLEY R R & SONS CO | COM | 257867101 | 2066 | 60400 | SH | | OTHER | 01 |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 1919 | 70600 | SH | | OTHER | 01 |
| EMERSON ELEC CO | COM | 291011104 | 426 | 5700 | SH | | OTHER | |
| EMERSON ELEC CO | COM | 291011104 | 2144 | 28700 | SH | | OTHER | 01 |

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|------------------------------|---------------|-----------|--------|---------|----|---------|----|
| EQUIFAX INC | COM | 294429105 | 2715 | 71400 | SH | OTHER | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 1988 | 35400 | SH | OTHER | |
| EXXON MOBIL CORP | COM | 30231G102 | 11234 | 200000 | SH | OTHER | 01 |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 229 | 3500 | SH | OTHER | |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 1372 | 21000 | SH | OTHER | 01 |
| FORD MTR CO CAP TR II | PFD TR CV6.5% | 345395206 | 276 | 10000 | SH | DEFINED | 02 |
| FORTUNE BRANDS INC | COM | 349631101 | 2060 | 26400 | SH | OTHER | 01 |
| GAP INC DEL | COM | 364760108 | 2187 | 124000 | SH | OTHER | 01 |
| GENERAL ELECTRIC CO | COM | 369604103 | 1682 | 48000 | SH | DEFINED | |
| GENERAL ELECTRIC CO | COM | 369604103 | 1402 | 40000 | SH | OTHER | |
| GENERAL ELECTRIC CO | COM | 369604103 | 5994 | 171000 | SH | OTHER | 01 |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 639 | 5000 | SH | SOLE | |
| HARLEY DAVIDSON INC | COM | 412822108 | 1864 | 36200 | SH | OTHER | 01 |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 19265 | 224300 | SH | DEFINED | 02 |
| HOME DEPOT INC | COM | 437076102 | 283 | 7000 | SH | OTHER | |
| HOME DEPOT INC | COM | 437076102 | 1417 | 35000 | SH | OTHER | 01 |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 523 | 6500 | SH | OTHER | |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 3058 | 38000 | SH | OTHER | 01 |
| INTEL CORP | COM | 458140100 | 784 | 31400 | SH | OTHER | |
| INTEL CORP | COM | 458140100 | 4106 | 164500 | SH | OTHER | 01 |
| JOHNSON & JOHNSON | COM | 478160104 | 781 | 13000 | SH | OTHER | |
| JOHNSON & JOHNSON | COM | 478160104 | 4508 | 75000 | SH | OTHER | 01 |
| JP MORGAN CHASE & CO | COM | 46625H100 | 635 | 16000 | SH | OTHER | |
| JP MORGAN CHASE & CO | COM | 46625H100 | 3326 | 83800 | SH | OTHER | 01 |
| KNIGHT RIDDER INC | COM | 499040103 | 1139 | 18000 | SH | OTHER | 01 |
| KRAFT FOODS INC | CL A | 50075N104 | 873 | 31000 | SH | DEFINED | 01 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 2316 | 43000 | SH | OTHER | 01 |
| LAUDER ESTEE COS INC | CL A | 518439104 | 167 | 5000 | SH | OTHER | |
| LAUDER ESTEE COS INC | CL A | 518439104 | 2916 | 87100 | SH | OTHER | 01 |
| LENNAR CORP | CL A | 526057104 | 1281 | 21000 | SH | OTHER | 01 |
| LIBERTY GLOBAL INC | COM SER C | 530555309 | 1444 | 68136 | SH | OTHER | 01 |
| LIMITED BRANDS INC | COM | 532716107 | 1513 | 67700 | SH | OTHER | 01 |
| LIZ CLAIBORNE INC | COM | 539320101 | 1884 | 52600 | SH | OTHER | 01 |
| MASCO CORP | COM | 574599106 | 1932 | 64000 | SH | OTHER | 01 |
| MATTEL INC | COM | 577081102 | 1218 | 77000 | SH | OTHER | 01 |
| MBIA INC | COM | 55262C100 | 1925 | 32000 | SH | OTHER | 01 |
| MCDONALDS CORP | COM | 580135101 | 506 | 15000 | SH | OTHER | |
| MCDONALDS CORP | COM | 580135101 | 1855 | 55000 | SH | OTHER | 01 |
| MCGRAW HILL COS INC | COM | 580645109 | 1033 | 20000 | SH | OTHER | |
| MCGRAW HILL COS INC | COM | 580645109 | 3614 | 70000 | SH | OTHER | 01 |
| MCI INC | COM | 552691107 | 290 | 14676 | SH | DEFINED | 01 |
| MEDIMMUNE INC | COM | 584699102 | 2697 | 77000 | SH | OTHER | 01 |
| MERRILL LYNCH & CO INC | COM | 590188108 | 339 | 5000 | SH | OTHER | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 1849 | 27300 | SH | OTHER | 01 |
| MGIC INVT CORP WIS | COM | 552848103 | 2264 | 34400 | SH | OTHER | 01 |
| MICROSOFT CORP | COM | 594918104 | 539 | 20600 | SH | OTHER | |
| MICROSOFT CORP | COM | 594918104 | 2905 | 111100 | SH | OTHER | 01 |
| NATIONAL SEMICONDUCTOR CORP | COM | 637640103 | 1585 | 61000 | SH | OTHER | 01 |
| NEWS CORP | CL A | 65248E104 | 246 | 15800 | SH | OTHER | |
| NEWS CORP | CL A | 65248E104 | 1658 | 106600 | SH | OTHER | 01 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 364730 | 6067711 | SH | DEFINED | 01 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 95983 | 1596789 | SH | SOLE | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 288 | 3600 | SH | OTHER | |
| OCCIDENTAL PETE CORP DEL | COM | 674599105 | 1598 | 20000 | SH | OTHER | 01 |
| OMNICARE INC | COM | 681904108 | 1511 | 26400 | SH | OTHER | 01 |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 1339 | 46800 | SH | OTHER | 01 |
| PEPSICO INC | COM | 713448108 | 892 | 15100 | SH | OTHER | |
| PEPSICO INC | COM | 713448108 | 4136 | 70000 | SH | OTHER | 01 |
| PRAXAIR INC | COM | 74005P104 | 238 | 4500 | SH | OTHER | |
| PRAXAIR INC | COM | 74005P104 | 1059 | 20000 | SH | OTHER | 01 |
| PROCTER & GAMBLE CO | COM | 742718109 | 955 | 16500 | SH | OTHER | |
| PROCTER & GAMBLE CO | COM | 742718109 | 5313 | 91800 | SH | OTHER | 01 |

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|----------------------------|---------------|-----------|--------|----------|----|---------|----|
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 246 | 4000 | SH | OTHER | |
| ROYAL DUTCH SHELL PLC | SPONS ADR A | 780259206 | 2091 | 34000 | SH | OTHER | 01 |
| SNAP ON INC | COM | 833034101 | 3839 | 102200 | SH | OTHER | 01 |
| SOVEREIGN BANCORP INC | COM | 845905108 | 2962 | 137000 | SH | OTHER | 01 |
| SUN MICROSYSTEMS INC | COM | 866810104 | 852 | 203300 | SH | OTHER | 01 |
| SUNTRUST BKS INC | COM | 867914103 | 473 | 6500 | SH | OTHER | |
| SUNTRUST BKS INC | COM | 867914103 | 2183 | 30000 | SH | OTHER | 01 |
| SYSCO CORP | COM | 871829107 | 171 | 5500 | SH | OTHER | |
| SYSCO CORP | COM | 871829107 | 932 | 30000 | SH | OTHER | 01 |
| TARGET CORP | COM | 87612E106 | 550 | 10000 | SH | OTHER | |
| TARGET CORP | COM | 87612E106 | 2474 | 45000 | SH | OTHER | 01 |
| TIFFANY & CO NEW | COM | 886547108 | 1731 | 45200 | SH | OTHER | 01 |
| TOTAL S A | SPONSORED ADR | 89151E109 | 506 | 4000 | SH | OTHER | |
| TOTAL S A | SPONSORED ADR | 89151E109 | 2528 | 20000 | SH | OTHER | 01 |
| TRIBUNE CO NEW | COM | 896047107 | 2451 | 81000 | SH | OTHER | 01 |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 301 | 4000 | SH | OTHER | |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 1879 | 25000 | SH | OTHER | 01 |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 249 | 4000 | SH | OTHER | |
| UNITEDHEALTH GROUP INC | COM | 91324P102 | 1243 | 20000 | SH | OTHER | 01 |
| UNIVERSAL AMERN FINL CORP | COM | 913377107 | 754 | 50000 | SH | DEFINED | |
| UNOVA INC | COM | 91529B106 | 427832 | 12657764 | SH | DEFINED | 01 |
| VIACOM INC | CL B | 925524308 | 652 | 20000 | SH | OTHER | 01 |
| WAL MART STORES INC | COM | 931142103 | 562 | 12000 | SH | OTHER | |
| WAL MART STORES INC | COM | 931142103 | 3089 | 66000 | SH | OTHER | 01 |
| WALGREEN CO | COM | 931422109 | 885 | 20000 | SH | OTHER | |
| WALGREEN CO | COM | 931422109 | 3983 | 90000 | SH | OTHER | 01 |
| WASHINGTON MUT INC | COM | 939322103 | 3793 | 87200 | SH | OTHER | 01 |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 1196 | 36800 | SH | OTHER | 01 |
| WHOLE FOODS MKT INC | COM | 966837106 | 186 | 2400 | SH | OTHER | |
| WHOLE FOODS MKT INC | COM | 966837106 | 929 | 12000 | SH | OTHER | 01 |
| WILMINGTON TRUST CORP | COM | 971807102 | 1759 | 45200 | SH | OTHER | 01 |
| XEROX CORP | COM | 984121103 | 3018 | 206000 | SH | OTHER | 01 |