UNITRIN INC Form 4/A December 13, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

UNITRIN INC [UTR]

Symbol

1(b).

(Print or Type Responses)

SAROFIM FAYEZ

1. Name and Address of Reporting Person *

may continue.

See Instruction

(Last)	(First)	(Middle)	2 Data	of Earling	t Transactio			(Chec	k un appneae	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
(Last)	(1 1131)	(Wildaic))11		v D'	16	00/ 0	
TWO HOUSTON CENTER, SUITE		(Month/Day/Year) 12/04/2007					_X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, TX 77010			12/06/2007					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivati	ve Seci	urities Acq	uired, Disposed o	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 12/04/2007	2A. Deeme Execution I any (Month/Da	Date, if	3. Transact Code (Instr. 8)	iotor Dispo (Instr. 3,	(A) or (D)	Price \$	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 2,368,370	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
stock Common stock	12/05/2007			P	2,700	A	45.7648 \$ 45.95	2,371,070	D		
Common stock								725,020	I	Sarofim International Mgmt. Co.	
Common stock								52,810	I	Fayez Sarofim & Co. Profit Sharing Plan	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	n Title			
						Exercisable	Date				
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address	<u>F</u> -						
	Director	10% Owner	Officer	Other			
SAROFIM FAYEZ							
TWO HOUSTON CENTER							

TWO HOUSTON CENTER SUITE HOUSTON, TX 77010

X

Signatures

Fayez Sarofim 12/13/2007

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Relationships

Remarks:

Amendment to reflect correction of accumulated holdings listed in box 5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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