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UNITRIN INC
Form 13F-HR
August 13, 2004

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: June 30, 2004

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 August 12, 2004

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: 186
Form13F Information Table Value Total: \$1,085,464 (thousands)

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List of Other Included Managers:

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 DSCRETN | OTH MANA |
| ABBOTT LABS | COM | 002824100 | 2446 | 60000 | SH | | OTHER | 02 |
| ABBOTT LABS | COM | 002824100 | 408 | 10000 | SH | | OTHER | |
| ALTRIA GROUP INC | COM | 02209S103 | 2002 | 40000 | SH | | OTHER | |
| ALTRIA GROUP INC | COM | 02209S103 | 10010 | 200000 | SH | | OTHER | 02 |
| AMERICAN EXPRESS CO | COM | 025816109 | 2579 | 50200 | SH | | OTHER | 02 |
| AMERICAN EXPRESS CO | COM | 025816109 | 385 | 7500 | SH | | OTHER | |
| AMERICAN INTL GROUP INC | COM | 026874107 | 2495 | 35000 | SH | | OTHER | 02 |
| AMERICAN INTL GROUP INC | COM | 026874107 | 606 | 8500 | SH | | OTHER | |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1363 | 22800 | SH | | OTHER | 02 |
| AMERISOURCEBERGEN CORP | COM | 03073E105 | 1363 | 22800 | SH | | OTHER | 01 |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 378 | 7000 | SH | | OTHER | |
| ANHEUSER BUSCH COS INC | COM | 035229103 | 2430 | 45000 | SH | | OTHER | 02 |
| ARAMARK CORP | CL B | 038521100 | 414 | 14400 | SH | | OTHER | 02 |
| ARAMARK CORP | CL B | 038521100 | 414 | 14400 | SH | | OTHER | 01 |
| AUTONATION INC | COM | 05329W102 | 390 | 22800 | SH | | OTHER | 02 |
| AUTONATION INC | COM | 05329W102 | 390 | 22800 | SH | | OTHER | 01 |
| BAKER HUGHES INC | COM | 057224107 | 86196 | 2289400 | SH | | DEFINED | 01 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 2462 | 29100 | SH | | OTHER | 02 |
| BANK OF AMERICA CORPORATION | COM | 060505104 | 398 | 4700 | SH | | OTHER | |
| BLACK & DECKER CORP | COM | 091797100 | 1243 | 20000 | SH | | OTHER | 02 |
| BLACK & DECKER CORP | COM | 091797100 | 1243 | 20000 | SH | | OTHER | 01 |
| BP PLC | SPONSORED ADR | 055622104 | 3750 | 70000 | SH | | OTHER | 02 |
| BP PLC | SPONSORED ADR | 055622104 | 670 | 12500 | SH | | OTHER | |
| BRUNSWICK CORP | COM | 117043109 | 575 | 14100 | SH | | OTHER | 02 |
| BRUNSWICK CORP | COM | 117043109 | 575 | 14100 | SH | | OTHER | 01 |
| BURLINGTON RES INC | COM | 122014103 | 619 | 17100 | SH | | OTHER | 02 |
| BURLINGTON RES INC | COM | 122014103 | 619 | 17100 | SH | | OTHER | 01 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 350 | 17800 | SH | | OTHER | 02 |
| CABLEVISION SYS CORP | CL A NY CABLVS | 12686C109 | 350 | 17800 | SH | | OTHER | 01 |
| CAREMARK RX INC | COM | 141705103 | 856 | 26000 | SH | | OTHER | 02 |
| CAREMARK RX INC | COM | 141705103 | 856 | 26000 | SH | | OTHER | 01 |
| CENDANT CORP | COM | 151313103 | 832 | 34000 | SH | | OTHER | 02 |
| CENDANT CORP | COM | 151313103 | 832 | 34000 | SH | | OTHER | 01 |
| CENTURYTEL INC | COM | 156700106 | 676 | 22500 | SH | | OTHER | 02 |
| CENTURYTEL INC | COM | 156700106 | 676 | 22500 | SH | | OTHER | 01 |
| CHEVRONTEXACO CORP | COM | 166764100 | 612 | 6500 | SH | | OTHER | |
| CHEVRONTEXACO CORP | COM | 166764100 | 3341 | 35500 | SH | | OTHER | 02 |
| CITIGROUP INC | COM | 172967101 | 465 | 9994 | SH | | DEFINED | 01 |
| CITIGROUP INC | COM | 172967101 | 897 | 19300 | SH | | OTHER | |
| CITIGROUP INC | COM | 172967101 | 4729 | 101700 | SH | | OTHER | 02 |
| CITIGROUP INC | COM | 172967101 | 536 | 11531 | SH | | DEFINED | |
| CITIGROUP INC | COM | 172967101 | 2851 | 61315 | SH | | DEFINED | 02 |
| COCA COLA CO | COM | 191216100 | 5427 | 107500 | SH | | OTHER | 02 |
| COCA COLA CO | COM | 191216100 | 934 | 18500 | SH | | OTHER | |

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|------------------------------|---------------|-----------|-------|--------|----|---------|----|
| COLGATE PALMOLIVE CO | COM | 194162103 | 1461 | 25000 | SH | OTHER | 02 |
| COLGATE PALMOLIVE CO | COM | 194162103 | 409 | 7000 | SH | OTHER | |
| CONOCOPHILLIPS | COM | 20825C104 | 336 | 4400 | SH | OTHER | |
| CONOCOPHILLIPS | COM | 20825C104 | 1930 | 25300 | SH | OTHER | 02 |
| DONNELLEY R R & SONS CO | COM | 257867101 | 862 | 26100 | SH | OTHER | 01 |
| DONNELLEY R R & SONS CO | COM | 257867101 | 862 | 26100 | SH | OTHER | 02 |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 283 | 9200 | SH | OTHER | 01 |
| ECHOSTAR COMMUNICATIONS NEW | CL A | 278762109 | 283 | 9200 | SH | OTHER | 02 |
| EMERSON ELEC CO | COM | 291011104 | 191 | 3000 | SH | OTHER | |
| EMERSON ELEC CO | COM | 291011104 | 1697 | 26700 | SH | OTHER | 02 |
| EQUIFAX INC | COM | 294429105 | 936 | 37800 | SH | OTHER | 02 |
| EQUIFAX INC | COM | 294429105 | 936 | 37800 | SH | OTHER | 01 |
| EXXON MOBIL CORP | COM | 30231G102 | 1572 | 35400 | SH | OTHER | |
| EXXON MOBIL CORP | COM | 30231G102 | 8882 | 200000 | SH | OTHER | 02 |
| FAIR ISAAC CORP | COM | 303250104 | 781 | 23400 | SH | OTHER | 01 |
| FAIR ISAAC CORP | COM | 303250104 | 781 | 23400 | SH | OTHER | 02 |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 3165 | 50000 | SH | OTHER | 02 |
| FEDERAL HOME LN MTG CORP | COM | 313400301 | 633 | 10000 | SH | OTHER | |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 714 | 10000 | SH | OTHER | |
| FEDERAL NATL MTG ASSN | COM | 313586109 | 4282 | 60000 | SH | OTHER | 02 |
| FORD MTR CO CAP TR II | PFD TR CV6.5% | 345395206 | 548 | 10000 | SH | DEFINED | 02 |
| FORTUNE BRANDS INC | COM | 349631101 | 1297 | 17200 | SH | OTHER | 02 |
| FORTUNE BRANDS INC | COM | 349631101 | 1297 | 17200 | SH | OTHER | 01 |
| FOX ENTMT GROUP INC | CL A | 35138T107 | 737 | 27600 | SH | OTHER | 01 |
| FOX ENTMT GROUP INC | CL A | 35138T107 | 737 | 27600 | SH | OTHER | 02 |
| GAP INC DEL | COM | 364760108 | 1504 | 62000 | SH | OTHER | 02 |
| GAP INC DEL | COM | 364760108 | 1504 | 62000 | SH | OTHER | 01 |
| GENERAL ELEC CO | COM | 369604103 | 1134 | 35000 | SH | OTHER | |
| GENERAL ELEC CO | COM | 369604103 | 5508 | 170000 | SH | OTHER | 02 |
| GENERAL ELEC CO | COM | 369604103 | 1555 | 48000 | SH | DEFINED | |
| GOLDMAN SACHS GROUP INC | COM | 38141G104 | 471 | 5000 | SH | SOLE | |
| HARTFORD FINL SVCS GROUP INC | COM | 416515104 | 20725 | 301500 | SH | DEFINED | 02 |
| IMATION CORP | COM | 45245A107 | 974 | 22850 | SH | OTHER | 01 |
| IMATION CORP | COM | 45245A107 | 974 | 22850 | SH | OTHER | 02 |
| INTEL CORP | COM | 458140100 | 867 | 31400 | SH | OTHER | |
| INTEL CORP | COM | 458140100 | 4540 | 164500 | SH | OTHER | 02 |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 441 | 5000 | SH | OTHER | |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 1763 | 20000 | SH | OTHER | 02 |
| J P MORGAN CHASE & CO | COM | 46625H100 | 2326 | 60000 | SH | OTHER | 02 |
| J P MORGAN CHASE & CO | COM | 46625H100 | 582 | 15000 | SH | OTHER | |
| JOHNSON & JOHNSON | COM | 478160104 | 5013 | 90000 | SH | OTHER | 02 |
| JOHNSON & JOHNSON | COM | 478160104 | 780 | 14000 | SH | OTHER | |
| KNIGHT RIDDER INC | COM | 499040103 | 648 | 9000 | SH | OTHER | 02 |
| KNIGHT RIDDER INC | COM | 499040103 | 648 | 9000 | SH | OTHER | 01 |
| KRAFT FOODS INC | CL A | 50075N104 | 2534 | 80000 | SH | OTHER | 02 |
| KRAFT FOODS INC | CL A | 50075N104 | 634 | 20000 | SH | OTHER | |
| KRAFT FOODS INC | CL A | 50075N104 | 982 | 31000 | SH | DEFINED | 02 |
| KROGER CO | COM | 501044101 | 819 | 45000 | SH | OTHER | 01 |
| KROGER CO | COM | 501044101 | 819 | 45000 | SH | OTHER | 02 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 1386 | 34900 | SH | OTHER | 01 |
| LABORATORY CORP AMER HLDGS | COM NEW | 50540R409 | 1386 | 34900 | SH | OTHER | 02 |
| LENNAR CORP | CL A | 526057104 | 716 | 16000 | SH | OTHER | 01 |
| LENNAR CORP | CL A | 526057104 | 716 | 16000 | SH | OTHER | 02 |
| LIBERTY MEDIA INTL INC | COM SER A | 530719103 | 393 | 10600 | SH | OTHER | 01 |
| LIBERTY MEDIA INTL INC | COM SER A | 530719103 | 393 | 10600 | SH | OTHER | 02 |
| LILLY ELI & CO | COM | 532457108 | 3146 | 45000 | SH | OTHER | 02 |
| LILLY ELI & CO | COM | 532457108 | 699 | 10000 | SH | OTHER | |
| LIMITED BRANDS INC | COM | 532716107 | 632 | 33800 | SH | OTHER | 01 |
| LIMITED BRANDS INC | COM | 532716107 | 634 | 33900 | SH | OTHER | 02 |
| LIZ CLAIBORNE INC | COM | 539320101 | 558 | 15500 | SH | OTHER | 01 |
| LIZ CLAIBORNE INC | COM | 539320101 | 558 | 15500 | SH | OTHER | 02 |
| MARSH & MCLENNAN COS INC | COM | 571748102 | 3177 | 70000 | SH | OTHER | 02 |

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| MARSH & MCLENNAN COS INC | COM | 571748102 | 726 | 16000 | SH | OTHER | |
| MARSHALL & ILSLEY CORP | COM | 571834100 | 1234 | 31557 | SH | DEFINED | |
| MASCO CORP | COM | 574599106 | 1107 | 35500 | SH | OTHER | 01 |
| MASCO CORP | COM | 574599106 | 1107 | 35500 | SH | OTHER | 02 |
| MATTEL INC | COM | 577081102 | 703 | 38500 | SH | OTHER | 02 |
| MATTEL INC | COM | 577081102 | 703 | 38500 | SH | OTHER | 01 |
| MAYTAG CORP | COM | 578592107 | 694 | 28300 | SH | OTHER | 01 |
| MAYTAG CORP | COM | 578592107 | 694 | 28300 | SH | OTHER | 02 |
| MBIA INC | COM | 55262C100 | 914 | 16000 | SH | OTHER | 02 |
| MBIA INC | COM | 55262C100 | 914 | 16000 | SH | OTHER | 01 |
| MCDONALDS CORP | COM | 580135101 | 390 | 15000 | SH | OTHER | |
| MCDONALDS CORP | COM | 580135101 | 1430 | 55000 | SH | OTHER | 02 |
| MCGRAW HILL COS INC | COM | 580645109 | 2680 | 35000 | SH | OTHER | 02 |
| MCGRAW HILL COS INC | COM | 580645109 | 766 | 10000 | SH | OTHER | |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 63 | 1688 | SH | OTHER | |
| MEDCO HEALTH SOLUTIONS INC | COM | 58405U102 | 339 | 9045 | SH | OTHER | 02 |
| MEDIMMUNE INC | COM | 584699102 | 374 | 16000 | SH | OTHER | 01 |
| MEDIMMUNE INC | COM | 584699102 | 374 | 16000 | SH | OTHER | 02 |
| MERCK & CO INC | COM | 589331107 | 665 | 14000 | SH | OTHER | |
| MERCK & CO INC | COM | 589331107 | 3563 | 75000 | SH | OTHER | 02 |
| MERRILL LYNCH & CO INC | COM | 590188108 | 135 | 2500 | SH | OTHER | |
| MERRILL LYNCH & CO INC | COM | 590188108 | 1474 | 27300 | SH | OTHER | 02 |
| MGIC INVT CORP WIS | COM | 552848103 | 1434 | 18900 | SH | OTHER | 02 |
| MGIC INVT CORP WIS | COM | 552848103 | 1434 | 18900 | SH | OTHER | 01 |
| MICROSOFT CORP | COM | 594918104 | 3173 | 111100 | SH | OTHER | 02 |
| MICROSOFT CORP | COM | 594918104 | 588 | 20600 | SH | OTHER | |
| NEWS CORP LTD | SP ADR PFD | 652487802 | 1355 | 41200 | SH | OTHER | 02 |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 477764 | 8896900 | SH | DEFINED | 01 |
| OFFICE DEPOT INC | COM | 676220106 | 648 | 36200 | SH | OTHER | 02 |
| OFFICE DEPOT INC | COM | 676220106 | 648 | 36200 | SH | OTHER | 01 |
| OMNICOM GROUP INC | COM | 681919106 | 865 | 11400 | SH | OTHER | 01 |
| OMNICOM GROUP INC | COM | 681919106 | 865 | 11400 | SH | OTHER | 02 |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 507 | 16600 | SH | OTHER | 02 |
| PEPSI BOTTLING GROUP INC | COM | 713409100 | 507 | 16600 | SH | OTHER | 01 |
| PEPSICO INC | COM | 713448108 | 814 | 15100 | SH | OTHER | |
| PEPSICO INC | COM | 713448108 | 3772 | 70000 | SH | OTHER | 02 |
| PFIZER INC | COM | 717081103 | 1200 | 35000 | SH | OTHER | |
| PFIZER INC | COM | 717081103 | 7199 | 210000 | SH | OTHER | 02 |
| PROCTER & GAMBLE CO | COM | 742718109 | 615 | 11300 | SH | OTHER | |
| PROCTER & GAMBLE CO | COM | 742718109 | 4998 | 91800 | SH | OTHER | 02 |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 782 | 33800 | SH | OTHER | 02 |
| REYNOLDS & REYNOLDS CO | CL A | 761695105 | 782 | 33800 | SH | OTHER | 01 |
| ROYAL DUTCH PETE CO | NY REG EUR .56 | 780257804 | 1550 | 30000 | SH | OTHER | 02 |
| SOVEREIGN BANCORP INC | COM | 845905108 | 1291 | 58400 | SH | OTHER | 02 |
| SOVEREIGN BANCORP INC | COM | 845905108 | 1291 | 58400 | SH | OTHER | 01 |
| SPX CORP | COM | 784635104 | 975 | 21000 | SH | OTHER | 02 |
| SPX CORP | COM | 784635104 | 975 | 21000 | SH | OTHER | 02 |
| SUNTRUST BKS INC | COM | 867914103 | 2275 | 35000 | SH | OTHER | 02 |
| SUNTRUST BKS INC | COM | 867914103 | 526 | 8100 | SH | OTHER | |
| SYBASE INC | COM | 871130100 | 540 | 30000 | SH | OTHER | 01 |
| SYBASE INC | COM | 871130100 | 540 | 30000 | SH | OTHER | 02 |
| SYNOPSIS INC | COM | 871607107 | 1023 | 36000 | SH | OTHER | 02 |
| SYNOPSIS INC | COM | 871607107 | 1023 | 36000 | SH | OTHER | 01 |
| TARGET CORP | COM | 87612E106 | 1911 | 45000 | SH | OTHER | 02 |
| TARGET CORP | COM | 87612E106 | 425 | 10000 | SH | OTHER | |
| TIFFANY & CO NEW | COM | 886547108 | 420 | 11400 | SH | OTHER | 01 |
| TIFFANY & CO NEW | COM | 886547108 | 420 | 11400 | SH | OTHER | 02 |
| TIME WARNER INC | COM | 887317105 | 615 | 35000 | SH | OTHER | 02 |
| TIME WARNER INC | COM | 887317105 | 264 | 15000 | SH | OTHER | |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 301 | 4000 | SH | OTHER | |
| UNITED PARCEL SERVICE INC | CL B | 911312106 | 1503 | 20000 | SH | OTHER | 02 |
| UNIVERSAL AMERN FINL CORP | COM | 913377107 | 1087 | 99012 | SH | DEFINED | |

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|----------------------------|------|-----------|--------|----------|----|---------|----|
| UNOVA INC | COM | 91529B106 | 256320 | 12657764 | SH | DEFINED | 01 |
| VIACOM INC | CL B | 925524308 | 714 | 20000 | SH | OTHER | 02 |
| WAL MART STORES INC | COM | 931142103 | 633 | 12000 | SH | OTHER | |
| WAL MART STORES INC | COM | 931142103 | 3482 | 66000 | SH | OTHER | 02 |
| WALGREEN CO | COM | 931422109 | 3259 | 90000 | SH | OTHER | 02 |
| WALGREEN CO | COM | 931422109 | 724 | 20000 | SH | OTHER | |
| WASHINGTON MUT INC | COM | 939322103 | 1685 | 43600 | SH | OTHER | 01 |
| WASHINGTON MUT INC | COM | 939322103 | 1685 | 43600 | SH | OTHER | 02 |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 815 | 30300 | SH | OTHER | 01 |
| WATSON PHARMACEUTICALS INC | COM | 942683103 | 815 | 30300 | SH | OTHER | 02 |
| WENDYS INTL INC | COM | 950590109 | 348 | 10000 | SH | OTHER | 01 |
| WENDYS INTL INC | COM | 950590109 | 348 | 10000 | SH | OTHER | 02 |
| WILMINGTON TRUST CORP | COM | 971807102 | 491 | 13200 | SH | OTHER | 01 |
| WILMINGTON TRUST CORP | COM | 971807102 | 491 | 13200 | SH | OTHER | 02 |
| XEROX CORP | COM | 984121103 | 1494 | 103000 | SH | OTHER | 01 |
| XEROX CORP | COM | 984121103 | 1494 | 103000 | SH | OTHER | 02 |
| YUM BRANDS INC | COM | 988498101 | 659 | 17700 | SH | OTHER | 01 |
| YUM BRANDS INC | COM | 988498101 | 659 | 17700 | SH | OTHER | 02 |