KAUTH WAYNE Form 4/A May 10, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person <u>*</u> KAUTH WAYNE		Symbol	2. Issuer Name and Ticker or Trading Symbol UNITRIN INC [UTR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 300 NORTI 5707	(First) (I	(Month/I	f Earliest Transaction Day/Year) 010	_X_ Director Officer (gives)	10% Owner			
CHICAGO,	(Street)		endment, Date Original nth/Day/Year) 010	Applicable Line) _X_ Form filed by	Joint/Group Filing(Check y One Reporting Person More than One Reporting			
(City)	(State)	(Zip) Tab	le I - Non-Derivative Secur	ities Acquired, Disposed	of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Ad Transaction(A) or Disposed Code (Instr. 3, 4 and (Instr. 8) (A) or Code V Amount (D)	d of (D) Securities	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) Ownership (Instr. 4) Form: Direct Indirect Ownership (Instr. 4)			
Stock	05/06/2010		M 4,000 A	16.48 $11,000 \frac{(1)}{}$	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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3. Transaction Date 3A. Deemed

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)			Expiration Date (Month/Day/Year)		Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Non-Employee Director Stock	\$ 16.48	05/06/2010		M	4	,000	05/06/2010	05/06/2019	Common Stock	4,0

5. Number

6. Date Exercisable and

7. Title and Amou

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
KAUTH WAYNE 300 NORTH STATE STREET # 5707 CHICAGO, IL 60610	X					
<u> </u>						

Signatures

1. Title of

Options (2)

Scott Renwick, Attorney-In-Fact 05/10/2010

**Signature of Reporting Person Date

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).
- The information shown in this amended Form 4 correctly reports the transaction that occured and the number of shares held by the

 (1) reporting person following the transaction. The original Form 4 for this transaction erroneously included a second line in Table 1 for a transaction that did not occur.
- (2) Rights to buy under the Unitrin, Inc. Non-Employee Director Stock Option Plan.
- (3) Following the last transaction reported in this table, the reporting person holds a total of 25,090 options under the Unitrin, Inc. stock option plans.

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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