

Sodaro Frank Joseph
 Form 3
 May 12, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Sodaro Frank Joseph | | (Month/Day/Year) | UNTRIN INC [UTR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/06/2009 | | |
| ONE EAST WACKER DRIVE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CHICAGO,Â ILÂ | 60601 | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,407 ⁽¹⁾ | D | Â |
| Common Stock | 2,491 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|------------|---------------------------------------|---|
| Employee Stock Option (Right to buy). | Â (2) | 02/03/2014 | Common Stock | 6,000 | \$ 44.37 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 02/05/2013 | Common Stock | 1,069 | \$ 43.85 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/03/2010 | Common Stock | 38 | \$ 43.85 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/03/2010 | Common Stock | 1,595 | \$ 42.86 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 02/01/2015 | Common Stock | 6,000 | \$ 43.1 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/03/2010 | Common Stock | 2,087 | \$ 46.26 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 02/05/2013 | Common Stock | 1,921 | \$ 51.74 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/03/2010 | Common Stock | 958 | \$ 51.74 | D | Â |
| Employee Stock Option (Right to buy). | Â (3) | 02/01/2016 | Common Stock | 6,000 | \$ 47.86 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/03/2010 | Common Stock | 243 | \$ 41.73 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 02/05/2013 | Common Stock | 1,084 | \$ 41.73 | D | Â |
| Employee Stock Option (Right to buy). | Â (4) | 02/06/2017 | Common Stock | 6,000 | \$ 49.79 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/02/2011 | Common Stock | 3,000 | \$ 34.5544 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/01/2012 | Common Stock | 6,000 | \$ 42 | D | Â |
| Employee Stock Option (Right to buy). | Â (2) | 05/02/2011 | Common Stock | 2,483 | \$ 46.26 | D | Â |
| Employee Stock Option (Right to buy). | Â (5) | 02/05/2018 | Common Stock | 4,000 | \$ 37.15 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | Â | Â | Â Vice President | Â |

Sodaro Frank Joseph
ONE EAST WACKER DRIVE
CHICAGO, IL 60601

Signatures

Frank J. Sodaro 05/11/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Included in the total are 1,500 shares of restricted stock subject to forfeiture and other restrictions until vested pursuant to the Unitrin, Inc. 2005 Restricted Stock and Restricted Stock Unit Plan and the applicable award agreements.
- (2) Currently exercisable.
- (3) 4,500 currently exercisable; balance vests on 8/1/2009.
- (4) 3,000 currently exercisable; balance vests in 2 equal installments on 8/6/2009 and 8/6/2010.
- (5) 1,000 currently exercisable; balance vests in 3 equal installments on 8/5/09, 8/5/2010 and 8/5/2011.

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.