

UNITRIN INC  
Form 8-A12B/A  
October 10, 2006  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-A**

**AMENDMENT NO. 2**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Unitrin, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation or organization)

95-4255452  
(I.R.S. Employer  
Identification no.)

One East Wacker Drive

Chicago, IL  
(Address of principal executive offices)

60601  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Preferred Share Purchase Rights  
pursuant to Rights Agreement

New York Stock Exchange

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  o

Securities Act registration statement file number to which this form relates:

Not Applicable.

Securities to be registered pursuant to Section 12(g) of the Act:

None.

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This Form 8-A/A amends the Form 8-A/A filed by Unitrin, Inc. (the Company ) on May 4, 2006.

**Item 1. DESCRIPTION OF REGISTRANT S SECURITIES TO BE REGISTERED**

Effective October 9, 2006, the Company and Computershare Trust Company, N.A. ( Computershare ) entered into an October 2006 Agreement of Appointment and Amendment of Rights Agreement (the October 2006 Appointment and Amendment ) to the Rights Agreement (the Rights Agreement ), dated as of August 4, 2004 and amended as of May 4, 2006. The October 2006 Appointment and Amendment appointed Computershare as successor Rights Agent and made certain other conforming changes to the Rights Agreement. A copy of the October 2006 Appointment and Amendment is filed herewith as Exhibit 4.1 and incorporated by reference herein.

**Item 2. EXHIBITS**

Exhibit No.	Description
4.1	October 2006 Agreement of Appointment and Amendment, dated as of October 9, 2006, between Unitrin, Inc., a Delaware corporation, and Computershare Trust Company, N.A., a national banking association.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Unitrin, Inc.

By: /s/ Scott Renwick  
Name: Scott Renwick  
Title: Senior Vice President

Date: October 10, 2006

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**EXHIBIT INDEX**

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