

UNITRIN INC  
Form 8-K  
May 09, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 05/04/2011

**Unitrin, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 0-18298

**DE**  
(State or other jurisdiction)

**95-4255452**  
(IRS Employer)

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of incorporation)

**One East Wacker Drive, Chicago, IL 60601**

Identification No.)

(Address of principal executive offices, including zip code)

**312-661-4600**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Shareowners of Unitrin, Inc. (the Company) was held on Wednesday, May 4, 2011 in Chicago, Illinois to vote on five proposals, for which the final voting results were as follows:

Proposal 1: Election of Directors.

Shareholders elected each of the nine nominees for director:

| Nominee             | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| James E. Annable    | 44,116,724 | 3,474,215 | 122,257 | 7,452,733        |
| Douglas G. Geoga    | 44,213,372 | 3,383,270 | 116,975 | 7,452,733        |
| Reuben L. Hedlund   | 46,684,106 | 882,773   | 144,518 | 7,452,733        |
| Julie M. Howard     | 44,205,828 | 3,384,118 | 123,671 | 7,452,733        |
| Wayne Kauth         | 44,234,143 | 3,356,795 | 121,988 | 7,452,733        |
| Fayez S. Sarofim    | 44,624,717 | 2,947,226 | 139,454 | 7,452,733        |
| Donald G. Southwell | 46,244,402 | 1,319,307 | 149,407 | 7,452,733        |
| David P. Storch     | 46,162,875 | 1,418,136 | 131,915 | 7,452,733        |
| Richard C. Vie      | 46,479,404 | 1,124,605 | 107,388 | 7,452,733        |

Proposal 2: Advisory vote on ratification of selection of Deloitte & Touche LLP as Independent Registered Public Accountant for 2011.

Shareholders ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accountant for 2011:

| For        | Against | Abstain |
|------------|---------|---------|
| 54,762,510 | 291,245 | 112,595 |

Proposal 3: Approval of the Unitrin, Inc. 2011 Omnibus Equity Plan.

Shareholders approved the Company's 2011 Omnibus Equity Plan:

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 40,000,977 | 6,608,688 | 1,103,952 | 7,452,733        |

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**Proposal 4:** Advisory vote on Named Executive Officer Compensation.

A majority of shareholders voted to approve the compensation of the Company's Named Executive Officers, as disclosed in the Company's 2011 Proxy Statement:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 45,264,694 | 1,223,469      | 1,223,797      | 7,452,733                   |

**Proposal 5:** Advisory vote on frequency of future advisory votes on Named Executive Officer Compensation.

A majority of shareholders voted in favor of a frequency of three years for future advisory votes on the compensation of the Company's Named Executive Officers:

| <b>1 Year</b> | <b>2 Years</b> | <b>3 Years</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|---------------|----------------|----------------|----------------|-----------------------------|
| 18,488,448    | 609,778        | 27,350,240     | 1,264,190      | 7,452,733                   |

In accordance with the recommendation of the Board of Directors and the vote of a majority of shareholders, the Company has decided on a frequency of three years for future advisory votes on the compensation of the Company's Named Executive Officers.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 9, 2011

Unitrin, Inc.

/s/ Scott Renwick  
Scott Renwick  
Senior Vice President