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UNITRIN INC
Form 11-K
June 21, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-18298

UNITRIN, INC. 401(K) SAVINGS PLAN

A. (Full Title of Plan)

Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601

B. (Name and Address of Issuer of Securities Held Pursuant to Plan)

Required Information

Pursuant to the section of the General Instructions to Form 11-K entitled "Required Information," this Annual Report on Form 11-K for the fiscal year ended December 31, 2001, consists of the audited financial statements of the Unitrin, Inc. 401(k) Savings Plan for the year ended December 31, 2001, and the related schedule thereto. The Unitrin, Inc. 401(k) Savings Plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and in accordance with Item 4 of the section of the General Instructions to Form 11-K entitled "Required Information," the financial statements and schedule furnished herewith have been prepared in accordance with the financial reporting requirements of ERISA, in lieu of the requirements of Items 1-3 of that section of the General Instructions. Schedules I, II and III are not submitted because they are either not applicable, the required information is included in the financial statements or notes thereto, or are not required under ERISA.

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Independent Auditors' Report

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Independent Auditors' Report

To the Plan Administrative Committee
Unitrin, Inc. 401(k) Savings Plan:

We have audited the accompanying statement of net assets available for plan benefits of the Unitrin, Inc. 401(k) Savings Plan (the "Plan") as of December 31, 2001, and the related statement of changes in net assets available for plan benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. Other auditors audited the statement of net assets available for plan benefits of the Plan as of December 31, 2000, whose report, dated June 12, 2001, expressed an unqualified opinion on that statement.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2001, and the changes in net assets available for plan benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic 2001 financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2001 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2001 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP
Chicago, Illinois
June 14, 2002

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Unitrin, Inc. 401(k) Savings Plan
 Statements of Net Assets Available for Plan Benefits
 As of December 31, 2001 and 2000
 (Dollars in Thousands)

| | 2001 | 2000 |
|--|------------|------------|
| | ----- | ----- |
| Assets | | |
| Investments (See Note 3) | \$ 168,354 | \$ 176,527 |
| Other Assets | 1,278 | 1,479 |
| | ----- | ----- |
| Net Assets Available for Plan Benefits | \$ 169,632 | \$ 178,006 |
| | ===== | ===== |

The Notes to the Financial Statements are an integral part of these financial statements.

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Unitrin, Inc. 401(k) Savings Plan
 Statement of Changes in Net Assets Available for Plan Benefits
 For the Year Ended December 31, 2001
 (Dollars in Thousands)

| | |
|--|------------|
| Additions to Net Assets Attributed to: | |
| Employer Contributions | \$ 3,347 |
| Participant Contributions | 14,239 |
| Rollover Contributions | 399 |
| Interest and Dividends | 6,819 |
| | ----- |
| Total Additions to Net Assets | 24,804 |
| | ----- |
| Deductions From Net Assets Attributed to: | |
| Net Depreciation in Fair Value of Investments | 16,106 |
| Benefits Paid to Participants | 16,061 |
| Spin-off of Plan Assets (Note 6) | 711 |
| Investment Expenses | 300 |
| | ----- |
| Total Deductions from Net Assets | 33,178 |
| | ----- |
| Change in Net Assets Available for Plan Benefits | (8,374) |
| Net Assets Available for Plan Benefits, Beginning of the Year | 178,006 |
| | ----- |
| Net Assets Available for Plan Benefits, End of the Year | \$ 169,632 |
| | ===== |

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The Notes to the Financial Statements are an integral part of these financial statements.

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UNITRIN, INC. 401(k) SAVINGS PLAN NOTES TO THE FINANCIAL STATEMENTS December 31, 2001 and 2000

Note 1 - Basis of Presentation

The financial statements included herein have been prepared on an accrual basis under accounting principles generally accepted in the United States of America ("U.S. GAAP").

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Significant Accounting Policies

Investments, except for loans to participants, are stated at fair value. Loans to participants are stated at unpaid principal balances. Shares of mutual funds are valued at the net asset value of the shares held by the Unitrin, Inc. 401(k) Savings Plan (the "Plan"). Fair values of investments are estimated using quoted market prices.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date.

Benefit payments to participants are recorded when paid. Account balances of participants who have elected to withdraw from the Plan, but had not been paid were not material at December 31, 2001 and 2000.

Note 2 - Plan Description

The Plan is a defined contribution plan, which is available to employees of Unitrin, Inc. ("Unitrin" or the "Company") and certain of its subsidiaries (collectively, the "Companies") and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Employees of the Companies generally become eligible to participate in the Plan on the first day of the month following the employee's first full month of employment.

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Note 2 - Plan Description (continued)

Subject to Internal Revenue Code (the "Code") limitations, participants are allowed to defer and contribute between 1% and 15% of their compensation to the Plan. Effective January 1, 1999 for certain plan participants, Unitrin began to

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provide a monthly matching contribution of 50% of the first 6% of compensation contributed by each participant. For all other plan participants, the Company provides an annual matching contribution of 100% of the first \$100 contributed by each participant and 50% of the next \$400 contributed by each participant. For participants hired after January 1, 1997, Company contributions were 100% vested after 5 years of employment at December 31, 2001. Effective January 1, 2002, for participants who complete one hour of service on or after January 1, 2002, Company contributions will be 100% vested after 3 years of employment.

The Plan provides for 100% vesting of Company contributions in the event of a Change of Control as defined in the Plan. Subject to certain limitations, participants are permitted to invest in certain investment funds sponsored by the Capital Amvescap group of companies, The Dreyfus Corporation ("Dreyfus"), Fidelity Investments, the Unitrin Common Stock Trust, the Curtiss Wright Corporation Common Stock Trust and in the White Mountains Stock Trust. An individual account is maintained by Invesco Retirement, Inc., the Plan's recordkeeper, for each participant and updated to reflect the participant's contributions, actual investment income, and withdrawals. Each participant may suspend, resume, or change the rate of contribution and withdraw all or a portion of the participant's vested account balance at any time, subject to certain restrictions. In addition, participants may borrow from their accounts, subject to certain limitations, at prevailing interest rates as determined by the Plan administrator.

While the Company has not expressed any intent to terminate the Plan or to discontinue contributions, it is free to do so at any time, subject to the provisions set forth in ERISA. Should the Plan be terminated at some future date, all participants become 100% vested in benefits earned as of the Plan termination date.

Effective January 1, 2001, the Plan document was restated to reflect the accumulation of all amendments made between August 1, 1999 and December 31, 2001. A more detailed description of the Plan provisions is found in the formal Plan document and in summary materials distributed to Plan participants.

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Note 3 - Investments

All investments are directed by participants and held by the Plan's Trustee, Institutional Trust Company. Investments are carried at fair value based on the reported unit or share value of each investment. Investments that represent 5 percent or more of the Plan's net assets at December 31, 2001 and 2000 were:

| (Dollars in Thousands) | December 31, | |
|---------------------------------|--------------|-----------|
| Investment | 2001 | 2000 |
| | | |
| Invesco Total Return | \$ 10,322 | \$ 10,353 |
| IRT 500 Index | 10,980 | 13,390 |
| IRT Stable Value | 50,708 | 46,450 |
| AIM Value | 20,228 | 25,870 |
| Dreyfus Appreciation Fund, Inc. | 22,403 | 25,383 |
| Unitrin, Inc. | 14,287 | 13,806 |
| Invesco Dynamics Fund | 9,157 | 13,703 |

During 2001, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated or depreciated in

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value as follows:

| (Dollars in Thousands) Investment | Appreciation (Depreciation) |
|---|--------------------------------|
| Invesco Dynamics Funds | \$ (4,659) |
| Invesco Total Return | (577) |
| IRT 500 Index | (1,522) |
| IRT Stable Value | - |
| AIM Value | (3,433) |
| Berger Small Cap Value | 201 |
| PIMCO Total Return Fund | (39) |
| Janus Overseas Fund | (1,935) |
| Fidelity Advisor Growth Fund | (907) |
| Dreyfus Appreciation Fund, Inc. | (2,978) |
| Unitrin, Inc. | (390) |
| White Mountains | 61 |
| Curtiss Wright Corporation | 72 |
| | ----- |
| Net Depreciation in Fair Value of Investments | \$ (16,106) ===== |

Additional information concerning the above listed investments is contained in the prospectuses and financial statements of the funds.

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Note 4 - Federal Income Tax Status

The Plan is exempt from income taxes under Section 401(a) of the Code. In January 1996, the Plan obtained a favorable determination letter from the Internal Revenue Service (the "IRS"). Subsequent to the receipt of the determination letter, the Plan was amended and is in process of seeking a determination letter for the amended plan. On January 17, 2002, a letter seeking favorable determination was filed with the IRS. The Company believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Plan and related trust continue to be exempt from income taxes. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Under Federal income tax statutes, regulations and interpretations, income taxes on amounts that a participant accumulates in the Plan are deferred and therefore not included in the participant's taxable income until those amounts are actually distributed. Except for certain contributions made prior to April 1, 1993, contributions are considered pre-tax deposits and are not subject to Federal income taxes at the time of contribution. Prior to April 1, 1993, certain contributions were made on an after-tax basis and are not subject to income tax when they are distributed to the participant because they have already been taxed. A participant's account balance, except for after-tax contributions made prior to April 1, 1993, is taxable income and generally is taxed at ordinary income tax rates when distributed. However, favorable tax treatment through special averaging provisions may apply to participants of a certain age. An additional 10 percent Federal income tax penalty may be imposed on all taxable income distributed to a participant unless the distribution meets certain requirements contained within Section 72 of the Code.

Taxable distributions from the Plan generally are subject to a 20% Federal income tax withholding unless directly rolled over into another qualified plan or Individual Retirement Account. Distributions of Unitrin common stock, Curtiss

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Wright Corporation common stock and White Mountains common stock generally are not subject to the 20% withholding, and special tax rules may apply to the calculation of "net unrealized appreciation" on such stock.

If the Plan's requirements concerning loans to participants are satisfied, the amount of the loan will not be treated as a taxable distribution. If, however, the loan requirements are not satisfied and a default occurs, the loan will be treated as a distribution from the Plan for Federal income tax purposes, and the tax consequences discussed above for distributions may apply. Interest paid on the loan is generally not tax deductible.

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Note 5 - Related Parties

Participants are permitted to invest in certain investment funds sponsored by the Capital Amvescap group of companies. The Plan's recordkeeper and custodian are affiliates of the Capital Amvescap group of companies.

One of Unitrin's directors, Mr. Fayez Sarofim, is the Chairman of the Board, President and majority shareholder of Fayez Sarofim & Co. ("FS&C"), a registered investment advisory firm. FS&C is a sub-investment adviser of the Dreyfus Appreciation Fund, Inc.

Plan assets at December 31, 2001 and 2000 included 361,506 shares and 339,821 shares of common stock of the Company, respectively, at an aggregate fair value of approximately \$14.3 million and \$13.8 million, respectively. For the year ended December 31, 2001, the Plan recorded dividends of approximately \$0.6 million from participants' investments in the Company's common stock.

Note 6 - Spin-off of Plan Assets

Effective April 1, 2000, the Valley Group Employees' 401(k) Savings Plan (the "Valley Plan") was merged into the Plan. On October 31, 2001 the Plan completed the spin-off of the assets attributable to the accounts of certain inactive and former participants in the Valley Plan to a 401(k) plan maintained by White Mountains Insurance Group, Ltd.

Note 7 - Subsequent Events and Plan Merger

Effective January 1, 2002, the Plan has been amended to change the maximum deferral limit from 15 percent to 60 percent of compensation.

At December 31, 2001, Reserve National Insurance Company, a wholly-owned subsidiary of the Company, was the sponsor of the Savings Incentive and Profit Sharing Plan for Employees of Reserve National Insurance Company (the "Reserve Plan"). Effective April 1, 2002, the Plan was amended to permit the Reserve Plan to merge into the Plan, and accordingly, the Reserve Plan merged into the Plan. All related assets of the Reserve Plan, with a fair value of approximately \$8.2 million, were transferred to the Plan.

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Unitrin, Inc. 401(k) Savings Plan
Schedule of Assets (Held at End of Year)
As of December 31, 2001
(Dollars in Thousands)

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EIN #: 95-4255452

PLAN #: 003

| Party-in- interest | Identity of Issuer, Borrower, Lessor or Similar Party | Description of Investment | Current Value |
|-----------------------|---|----------------------------------|------------------|
| * | Invesco Dynamics Fund | Mutual Fund Shares | \$ 9,157 |
| * | Invesco Total Return | Mutual Fund Shares | 10,322 |
| * | IRT 500 Index | Collective Trust | 10,980 |
| * | IRT Stable Value | Collective Trust | 50,708 |
| * | AIM Value | Mutual Fund Shares | 20,228 |
| | Berger Small Cap Value | Mutual Fund Shares | 5,024 |
| | PIMCO Total Return Fund | Mutual Fund Shares | 5,239 |
| | Janus Overseas Fund | Mutual Fund Shares | 5,550 |
| | Fidelity Advisor Growth Fund | Mutual Fund Shares | 4,991 |
| * | Dreyfus Appreciation Fund, Inc. | Mutual Fund Shares | 22,403 |
| * | Unitrin, Inc. | Common Stock | 14,287 |
| | Curtiss Wright Corporation | Common Stock | 1,075 |
| | White Mountains Ins. Group. Ltd. | Common Stock | 184 |
| * | Invesco Cash Reserve | Mutual Fund Shares | 1 |
| * | Participants | Participant Loans (6.0% - 10.5%) | 8,198 |
| | Other | Other | 7 |
| | | | ----- |
| | | | \$ 168,354 |
| | | | ===== |

* This party is known to be a party-in-interest to the Plan.

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrative Committee of the Unitrin, Inc. 401(k) Savings Plan has duly caused this annual report to be signed on its behalf by Unitrin, Inc., which is hereunto duly authorized.

UNITRIN, INC. 401(k) SAVINGS PLAN

By: Unitrin, Inc.

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/s/ Richard Roeske

Richard Roeske
Vice President and
Chief Accounting Officer
(Principal Accounting Officer)

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