

The date of this prospectus supplement is October , 2003.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement and accompanying prospectus. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell the notes in any jurisdiction where the offer or sale is not permitted.

You should assume that the information in this prospectus supplement and the accompanying prospectus is accurate as of the date of the prospectus supplement and the prospectus, respectively. Our business, financial condition, results of operations and prospects may have changed since those dates.

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We will provide without charge upon written or oral request, a copy of any or all of the documents which are incorporated by reference into this prospectus supplement or the accompanying prospectus. Requests should be directed to Unitrin, Inc., One East Wacker Drive, Chicago, Illinois 60601 (telephone number (312) 661-4600). You may also obtain some of the documents incorporated by reference into this prospectus supplement or the accompanying prospectus at our website, <http://www.unitrin.com>. You should be aware that the information contained on our website is not a part of this prospectus supplement or the accompanying prospectus.

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We understand that under existing industry practices, if we request holders of the notes to take action, or if an owner of a beneficial interest in a note desires to take any action which a holder is entitled to take under the indenture, then

DTC would authorize the Participants holding the relevant beneficial interests to take such action, and

Such Participants would authorize the beneficial owners owning through such Participants to take such action or would otherwise act upon the instructions of beneficial owners owning through them.

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The Trustee

BNY Midwest Trust Company, an affiliate of The Bank of New York, is the trustee under the indenture for this offering. BNY Capital Markets, Inc., an affiliate of The Bank of New York, is an underwriter of this offering. The Bank of New York is a lender under our existing credit facility. Pursuant to the Trust Indenture Act of 1939, if an event of default were to occur with respect to the notes, BNY Midwest Trust would be deemed to have conflicting interests, by virtue of being an affiliate of a lender under the credit facility and an affiliate of one of the underwriters of the notes. In that event, BNY Midwest Trust would be required to resign as trustee or eliminate the conflicting interests.

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Unless otherwise specified in the applicable prospectus supplement, debt securities will be issued in fully-registered form without coupons.

Debt securities may be sold at a substantial discount below their stated principal amount, bearing no interest or interest at a rate which at the time of issuance is below market rates. The applicable prospectus supplement will describe the federal income tax consequences and special considerations applicable to any such debt securities. The debt securities may also be issued as indexed securities or securities denominated in foreign currencies, currency units or composite currencies, as described in more detail in the prospectus supplement relating to any of the particular debt securities. The prospectus supplement relating to specific debt securities will also describe any special considerations and certain additional tax considerations applicable to such debt securities.

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Various provisions of the Delaware General Corporation Law and our Certificate of Incorporation and By-Laws, as well as the shareholder rights plan adopted by us and described below, may make more difficult the acquisition of control of us by means of a tender offer, open market purchases, a proxy fight or other means that are not approved by our board of directors but that a shareholder might consider to be in such shareholder's best interest.

The summary set forth below describes certain provisions of the Certificate of Incorporation and By-Laws. The summary is qualified in its entirety by reference to the provisions of the Certificate of Incorporation and By-Laws, copies of which are filed as exhibits to the registration statement of which this prospectus forms a part.

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We may only enter into one of the transactions described above if:

(i) the transaction has been approved by a majority of our continuing directors, being (1) members of our original Board of Directors, (2) persons unaffiliated with an interested shareholder who were members of the Board of Directors prior to such person or entity becoming an interested shareholder, or (3) successors of continuing directors who were recommended to succeed continuing directors by a majority of continuing directors then on the Board; or

The Rights may be redeemed by us at any time prior to the earlier of a person becoming an acquiring person and the expiration of the Rights at a redemption price of \$0.005 per Right.

any underwriting discounts or agency fees and other items constituting underwriters' or agents' compensation;

any initial public offering price;

any discounts or concessions allowed or reallocated or paid to dealers; and

any securities exchange on which the securities may be listed.

If we use underwriters in the sale, the securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including:

negotiated transactions;

at a fixed public offering price or prices, which may be changed;

EXPERTS

The consolidated financial statements of Unitrin, Inc. appearing in its Annual Report on Form 10-K for the year ended December 31, 2001, have been audited by KPMG LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

Fifth Third Securities, Inc.

Cochran, Caronia Securities LLC

October , 2003
