

Edgar Filing: UNOVA INC - Form SC 13D/A

UNOVA INC
Form SC 13D/A
July 09, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.6) *

UNOVA, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

91529B106

(CUSIP Number)

Thomas P. Hyatte
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601
(312) 661-4930

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 9, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of (S) (S)240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S)240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Page 1 of 7

Page 2 of 7

SCHEDULE 13D

CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Unitrin, Inc.
95-4255452

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of Shares	7. Sole Voting Power 6,946,315
Beneficially Owned by	8. Shared Voting Power 5,711,449
Each Reporting	9. Sole Dispositive Power 6,946,315
Person With	10. Shared Dispositive Power 5,711,449

11. Aggregate Amount Beneficially Owned by Each Reporting Person

12,657,764

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions)

13. Percent of Class Represented by Amount in Row (11)

21.8%

14. Type of Reporting Person (See Instructions)

HC, CO

CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Trinity Universal Insurance Company
75-0620550

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Texas

7. Sole Voting Power

0

Number of Shares Beneficially

8. Shared Voting Power
5,711,449

Owned by Each Reporting

9. Sole Dispositive Power
0

Person With

10. Shared Dispositive Power
5,711,449

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,711,449

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

9.8%

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14. Type of Reporting Person (See Instructions)

IC, CO

Page 4 of 7

CUSIP No. 91529B106

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

United Insurance Company of America
36-1896670

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
or 2(e) []

6. Citizenship or Place of Organization

Illinois

7. Sole Voting Power

0

Number of
Shares
Beneficially

8. Shared Voting Power

0

Owned by
Each
Reporting

9. Sole Dispositive Power

0

Person
With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person (See Instructions)

IC, CO

Page 5 of 7

Amendment No. 6 to Schedule 13D

This Amendment No. 6 amends and supplements the Schedule 13D originally filed by Unitrin, Inc., Trinity Universal Insurance Company and United Insurance Company of America, dated November 3, 1997, as amended by Amendment No. 1, dated February 1, 2001, Amendment No. 2, dated March 15, 2001, Amendment No. 3, dated June 8, 2001, Amendment No. 4, dated July 13, 2001, and Amendment No. 5 dated March 8, 2002. Terms used herein and not otherwise defined have the meanings given such terms in the original Schedule 13D, dated November 3, 1997.

Item 1. Security and Issuer

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$0.01 per share (the "Common Stock"), of UNOVA, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 21900 Burbank Boulevard, Woodland Hills, California 91367.

Item 2. Identity and Background

For information concerning the directors and executive officers of Unitrin, Trinity, and United, see Schedules UNIT, T, and U, respectively to this Amendment. All persons listed on such Schedules are U.S. citizens.

No filing person has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years; nor, to the best knowledge and belief of the filing persons, has anyone listed in the attached Schedules been convicted in such proceedings.

To the best knowledge and belief of the filing persons, during the past five years no filing person nor anyone listed on the attached Schedules was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws of finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On June 28, 2002, United transferred by dividend to Unitrin 6,946,315 shares of Common Stock, representing all of United's holdings of the Issuer's Common Stock. United is a wholly owned subsidiary of Unitrin.

Item 4. Purpose of Transaction

In connection with Unitrin's investment in the Issuer and participation in the Issuer's financing arrangements described in Amendment No. 4 to Schedule

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13D, Unitrin may consider, make proposals with respect to, and/or enter into discussions regarding, one or more of the transactions and events specified in clauses (a) through (j) of Item 4 of Schedule 13D including transactions involving additional debt or equity financing of the Issuer. There can be no assurance that Unitrin will take any such actions or that, if taken, any such actions will be consummated or result in any transaction of the Issuer's securities.

Item 5. Interest in Securities of the Issuer

Page 6 of 7

As described in Item 3 above, United transferred by dividend to Unitrin 6,946,315 shares of Common Stock, representing all of United's holdings of the Issuer's Common Stock on June 28, 2002. Prior to this transaction, Unitrin beneficially owned such shares of Common Stock indirectly through United. Accordingly, this transaction represents only a change in the form of Unitrin's beneficial ownership interest in the subject shares of Issuer's Common Stock from indirect to direct.

As indicated on the cover pages, Unitrin beneficially owns 12,657,764 shares of Common Stock over which it has (i) sole voting and dispositive power with respect to 6,946,315 shares of the Common Stock by virtue of its direct ownership of such shares, and (ii) shared voting and dispositive power with respect to 5,711,449 shares of Common Stock by virtue of the direct ownership of such shares by its wholly owned subsidiary Trinity.

As indicated on the cover pages, Trinity beneficially owns 5,711,449 shares of Common Stock over which it has shared voting and dispositive power, and such beneficial ownership is attributable to Trinity's direct ownership of such number of shares of Common Stock.

As indicated on the cover pages, United no longer beneficially owns any shares of Common Stock.

Except as described in this Amendment No. 6 to Schedule 13D, to the best knowledge and belief of the filing persons, during the past sixty (60) days no filing person nor anyone listed in the attached Schedules has entered into any transactions involving the Issuer's Common Stock. To the best knowledge and belief of the filing persons, no one listed on the attached Schedules beneficially owns shares of the Issuer's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: July 9, 2002

UNITRIN, INC.

By: /s/ Scott Renwick

Scott Renwick
Senior Vice President

Page 7 of 7

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TRINITY UNIVERSAL INSURANCE COMPANY

By: /s/ John M. Boschelli

 John M. Boschelli
 Assistant Treasurer

UNITED INSURANCE COMPANY OF AMERICA

By: /s/ Scott Renwick

 Scott Renwick
 Vice President

SCHEDULE UNIT

UNITRIN, INC.

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH UNITRIN (PRINCIPAL OCCUPATION, PRESENTED IN FOOTNOTES)
James E. Annable	(2)	Director
David F. Bengston (9)	(1)	Vice President
John M. Boschelli	(1)	Treasurer
Eric J. Draut (9)	(1)	Director, Executive Vice President, & Chief F
Douglas G. Geoga	(3)	Director
Reuben L. Hedlund	(4)	Director
Jerrold V. Jerome	(5)	Director
William E. Johnston, Jr.	(6)	Director
Edward J. Konar	(1)	Vice President
Scott Renwick	(1)	Senior Vice President, Secretary & General Co
Richard Roeske (9)	(1)	Vice President & Chief Accounting Officer
Fayez S. Sarofim	(7)	Director
Donald G. Southwell (9)	(1)	Director, President & Chief Operating Officer
Richard C. Vie	(1)	Director, Chairman of the Board & Chief Execu
Ann E. Ziegler	(8)	Director

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- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Mr. Annable is Economic Advisor to the Chairman of Bank One Corporation. One First National Plaza, Suite 0476, Chicago, Illinois 60670.
- (3) Mr. Geoga is President of Hospitality Investment Fund, L.L.C. 200 West Madison, 38th Floor, Chicago, Illinois 60606.
- (4) Mr. Hedlund is a partner in the law firm of Hedlund & Hanley, LLC 55 West Monroe Street, Suite 3100, Chicago, Illinois 60603.
- (5) Mr. Jerome is a retired executive. 41 Country Meadows Road, Rolling Hills Estates, CA 90274.
- (6) Mr. Johnston is a business executive. 155 N. Harbor Drive, Chicago, Illinois 60601.
- (7) Mr. Sarofim is the Chairman of the Board and President of Fayeze Sarofim & Co., a registered investment advisor. Two Houston Center, Suite 2907, Houston, Texas 77010
- (8) Ms. Ziegler is Senior Vice President, Corporate Development of Sara Lee Corporation. Three First National Plaza, Suite 4700, Chicago, Illinois 60602
- (9) See also Schedule(s) T and U, filed herewith.

July 9, 2002

SCHEDULE U

UNITED INSURANCE COMPANY OF AMERICA

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH UNITED (PRINCIPAL OCCUPATION, PRESENTED IN FOOTNOTES)
David F. Bengston (3)	(1)	Director
Eric J. Draut (3)	(1)	(A) Director
Patricia G. Grider	(1)	Senior Vice President & Secretary
Richard J. Miller	(2)	Vice President
Thomas D. Myers (3)	(1)	Treasurer
Don M. Royster, Sr.	(2)	(A) Director & President
David L. Smith	(1)	Vice President
Donald G. Southwell (3)	(1)	(A) Director & Chairman of the Board

- (1) One East Wacker Drive, Chicago, Illinois 60601.
 - (2) 231 West Lockwood Avenue. Webster Groves, Missouri 63119
 - (3) See also Schedule(s) T and/or UNIT, filed herewith.
- (A) Member, Investment Committee of the Board of Directors.

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July 9, 2002

SCHEDULE T

TRINITY UNIVERSAL INSURANCE COMPANY

NAME (ALL U.S. CITIZENS UNLESS OTHERWISE NOTED)	BUSINESS ADDRESS	POSITION WITH TRINITY (PRINCIPAL OCCUPATION PRESENTED IN FOOTNOTES)
David F. Bengston (4)	(1)	Director
Roger M. Buss	(2)	Vice President
Donald C. Crutchfield	(2)	Vice President
Eric J. Draut (4)	(1)	(A) Director
Judith E. Fagan	(2)	Senior Vice President, Secretary & Director
William P. Fisanick	(2)	Chief Actuary
Samuel L. Fitzpatrick	(1)	Director
Dennis O. Halsey	(2)	Senior Vice President
Ronald I. Henry	(2)	Vice President
Dorothy A. Langley	(2)	Vice President & Corporate Counsel
Kevin T. McNamara	(2)	Vice President
Clark H. Roberts	(2)	Vice President & Treasurer
Richard Roeske	(1)	Director
James A. Schulte	(2)	President & Director
Donald G. Southwell (4)	(1)	(A) Director & Chairman of the Board
Keith J. Taylor	(3)	Vice President

- (1) One East Wacker Drive, Chicago, Illinois 60601.
- (2) Trinity Universal Insurance Company, 10000 North Central Expressway, Dallas, Texas 75231
- (3) Valley Insurance Companies, 2450 14th Avenue, S.E., Albany, Oregon 97321
- (4) See also, Schedules(s) U and/or UNIT, filed herewith.
- (A) Member, Investment Committee of the Board of Directors.

July 9, 2002

