BAKER HUGHES INC

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 10/28/1999

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Industry	Oil Well Services & Equipment
Sector	Energy
Fiscal Year	12/31

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

SCHEDULE 13D

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

Baker Hughes Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

057224107

(CUSIP Number)

Scott Renwick
(312) 661-4520

One East Wacker Drive
Chicago, Illinois 60601

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

October 27, 1999

(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 which 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 (b) 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).

SCHEDULE 13D

1	NAME 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) See Item 3.
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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 576,049 8 SHARED VOTING POWER 15,816,912 9 SOLE DISPOSITIVE POWER 576,049 10 SHARED DISPOSITIVE POWER 15,816,912
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,392,961
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.98%
14	TYPE OF REPORTING PERSON (See Instructions) HC, CO

Amendment No. 6 to Schedule 13D

The information reported previously in Unitrin's Schedule 13D, dated August 10, 1998, as amended by Amendment No. 1 thereto, dated October 19, 1998, Amendment No. 2 thereto, dated March 22, 1999, Amendment No. 3 thereto, dated March 29, 1999, Amendment No. 4 thereto, dated April 16, 1999 and Amendment No. 5 thereto, dated September 9, 1999 (the "Previous 13D") is supplemented with the following information. Capitalized terms used below and not otherwise defined have the meanings given to such terms in the Previous 13D.

Item 4. Purpose of Transaction

The filing persons have no plans or proposals which relate to items 4(b) through 4(j) of Schedule 13D. The filing persons presently intend to sell an indeterminate number of shares of Baker Hughes common stock in market transactions, subject to market conditions and other factors. Future investment considerations by the filing persons might or might not result in the acquisition of additional securities of Baker Hughes.

Item 5. Interest in Securities of the Issuer

Unitrin reported in the Previous 13D that it had sole voting and dispositive power with respect to 3,394,049 shares of Baker Hughes common stock and shared voting and dispositive power with respect to 15,816,912 shares of Baker Hughes held by two wholly-owned subsidiaries of Unitrin, resulting in total beneficial ownership, direct and indirect, of 19,210,961 shares.

During the period beginning on September 10, 1999 and ending on October 27, 1999, Unitrin conducted a series of open market sales of Baker Hughes common stock in unsolicited brokerage transactions and otherwise in accordance with Rule 144 of the Securities and Exchange Commission. The average sale price for these transactions was approximately $30.22 per share. As a result of these transactions, Unitrin now has sole voting and dispositive power with respect to 576,049 shares of Baker Hughes common stock and shared voting and dispositive power with respect to 15,816,912 of such shares held by two wholly-owned subsidiaries of Unitrin. Accordingly, Unitrin's total beneficial ownership, direct and indirect, of Baker Hughes common stock is 16,392,961 shares as of October 27, 1999.

As a result of the transactions reported in this Amendment No. 6, Unitrin and its subsidiaries collectively own less than 5% of Baker Hughes common stock and, accordingly, are no longer individually or collectively subject to Schedule 13D filing requirements.

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: October 27, 1999

UNITRIN, INC.

By: /s/ Scott Renwick

Scott Renwick

Secretary

End of Filing

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