

WATJEN THOMAS R
Form 4
February 28, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WATJEN THOMAS R

(Last) (First) (Middle)
1 FOUNTAIN SQUARE
(Street)

CHATTANOOGA, TN 37402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Unum Group [UNM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/24/2011		F		33,929 ⁽¹⁾	D	\$ 26.23 937,191 ⁽²⁾ D
Common Stock	02/25/2011		F		11,906 ⁽³⁾	D	\$ 26.6 925,285 ⁽⁴⁾ D
Common Stock	02/25/2011		M		34,014.414	A	<u>5</u> 959,299 ⁽⁶⁾ D
Common Stock	02/25/2011		D		34,014.414	D	\$ 26.6 925,285 ⁽⁷⁾ D
Common Stock							12,711.0457 I

By
401(k)
plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	(5)	02/25/2011		M	34,014.414	(5)	(5)	Common Stock	34,014

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATJEN THOMAS R 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402	X		President and CEO	

Signatures

/s/ Jullienne, J. Paul,
Attorney-in-Fact
Date: 02/28/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 96,938,401 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 281,761 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 655,430 shares of common stock
- (3) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 34,014,414 stock-settled RSUs.
- (4) Includes 247,746 stock-settled RSUs and 677,539 shares of common stock.
- (5) On February 25, 2010, the reporting person received restricted stock units, which vest in three equal annual installments beginning on February 25, 2011 and which may be settled solely in cash ("cash-settled RSUs"). Each cash-settled RSU is the economic equivalent of one share of common stock of the issuer. In accordance with the terms of the grant agreement, the portion of the cash-settled RSUs vesting on February 25, 2011, including a total of 533,414 dividend equivalent rights accrued thereon, were settled for cash.

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- (6) Includes 247,746 stock-settled RSUs and 711,553 shares of common stock.
- (7) Includes 247,746 stock-settled RSUs and 677,539 shares of common stock.

Beneficial ownership amount accounts for the exempt acquisitions of a total of 1,600.276 dividend equivalent rights on the cash-settled RSUs pursuant to the reinvestment of dividends after the grant date. The rights accrued when and as dividends were paid on shares

- (8) underlying the cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the cash-settled RSUs to which they related. Each dividend equivalent right is the economic equivalent of one share of common stock of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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