

Unum Group
Form 4
February 25, 2014

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)
02/21/2014

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 | (A) or (D) | Price |
| Common Stock | 02/21/2014 | | F | | 15,408 ⁽¹⁾ | D | \$ 33.55 |
| Common Stock | 02/21/2014 | | F | | 7,625 ⁽⁴⁾ | D | \$ 33.55 |
| Common Stock | 02/21/2014 | | M | | 38,908.84 | A | \$ 0 |
| Common Stock | 02/21/2014 | | D | | 38,908.84 | D | \$ 33.55 |
| Common Stock | 02/21/2014 | | M | | 19,254.655 | A | \$ 0 |

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| | | | | | | | | |
|--------------|------------|---|-----------------------|---|----------|-------------------------|---|----------------|
| Common Stock | 02/21/2014 | D | 19,254.655 | D | \$ 33.55 | 611,923 ⁽⁵⁾ | D | |
| Common Stock | 02/24/2014 | F | 11,601 ⁽⁸⁾ | D | \$ 33.55 | 600,322 ⁽⁹⁾ | D | |
| Common Stock | 02/24/2014 | M | 29,294.027 | A | \$ 0 | 629,616 ⁽¹⁰⁾ | D | |
| Common Stock | 02/24/2014 | D | 29,294.027 | D | \$ 33.55 | 600,322 ⁽⁹⁾ | D | |
| Common Stock | | | | | | 13,376.37 | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 | ⁽¹¹⁾ | 02/21/2014 | | M | | ⁽¹³⁾ | ⁽¹³⁾ | Common Stock | 38,908 ⁽¹²⁾ |
| Restricted Stock Units | ⁽¹¹⁾ | 02/21/2014 | | M | | ⁽¹⁶⁾ | ⁽¹⁶⁾ | Common Stock | 19,254 ⁽¹⁵⁾ |
| Restricted Stock Units | ⁽¹¹⁾ | 02/24/2014 | | M | | ⁽¹⁹⁾ | ⁽¹⁹⁾ | Common Stock | 29,294 ⁽¹⁸⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATJEN THOMAS R 1 FOUNTAIN SQUARE | X | | President and CEO | |

CHATTANOOGA, TN 37402

Signatures

/s/ Jullienne, J. Paul,
Attorney-in-Fact

02/25/2014

__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 38,908.840 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 126,563 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 492,985 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Beneficial ownership amount accounts for the exempt acquisition of an aggregate of 712.077 stock-settled RSUs pursuant to the reinvestment of dividends on February 21, 2014.
- (4) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 19,254.655 stock-settled RSUs.
- (5) Includes 107,309 stock-settled RSUs and 504,615 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) Includes 107,309 stock-settled RSUs and 543,524 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (7) Includes 107,309 stock-settled RSUs and 523,870 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (8) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 29,294.027 stock-settled RSUs.
- (9) Includes 78,015 stock-settled RSUs and 522,308 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (10) Includes 78,015 stock-settled RSUs and 551,602 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (11) The restricted stock units 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.
- (12) Represents the portion of the cash-settled RSUs granted on February 21, 2012 (the "2012 cash-settled RSUs") that vested on February 21, 2014, including a total of 1,435.840 dividend equivalent rights accrued thereon.
- (13) The 2012 cash-settled RSUs vest in three equal annual installments beginning on February 21, 2013. Vested units are to be settled within 30 days after the vesting date.
- Beneficial ownership amount accounts for the exempt acquisitions of a total of 1,402.086 dividend equivalent rights on the 2012 cash-settled RSUs pursuant to the reinvestment of dividends after February 21, 2013. The rights accrued when and as dividends were
- (14) paid on shares underlying the 2012 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2012 cash-settled RSUs to which they related. Each dividend equivalent right is the economic equivalent of one share of common stock of the issuer.
- (15) Represents the portion of the cash-settled RSUs granted on February 21, 2013 (the "2013 cash-settled RSUs") that vested on February 21, 2014, including a total of 264.655 dividend equivalent rights accrued thereon.
- (16) The 2013 cash-settled RSUs vest in three equal annual installments beginning on February 21, 2014. Vested units are to be settled within 30 days after the vesting date.
- Beneficial ownership amount accounts for the exempt acquisitions of a total of 1,040.596 dividend equivalent rights on the 2013 cash-settled RSUs pursuant to the reinvestment of dividends after the grant date. The rights accrued when and as dividends were paid on
- (17) shares underlying the 2013 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2013 cash-settled RSUs to which they related. Each dividend equivalent right is the economic equivalent of one share of common stock of the issuer.

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- (18) Represents the portion of the cash-settled RSUs granted on February 22, 2011 (the "2011 cash-settled RSUs") that vested on February 22, 2014, including a total of 1,702.027 dividend equivalent rights accrued thereon.
- (19) The 2011 cash-settled RSUs vest in three equal annual installments beginning on February 22, 2012. Vested units are to be settled within 30 days after the vesting date.
- Beneficial ownership amount accounts for the exempt acquisitions of a total of 525.459 dividend equivalent rights on the 2011 cash-settled RSUs pursuant to the reinvestment of dividends after February 22, 2013. The rights accrued when and as dividends were
- (20) paid on shares underlying the 2011 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2011 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.