

WATJEN THOMAS R
Form 4
February 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

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

(Street)
CHATTANOOGA, TN 37402

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

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

(City) (State) (Zip)

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 | 02/24/2012 | | F | | 34,533 ⁽¹⁾ | D | \$ 23.18 |
| Common Stock | 02/24/2012 | | F | | 12,118 ⁽³⁾ | D | \$ 23.18 |
| Common Stock | 02/24/2012 | | M | | 34,621.019 | A | \$ 0 |
| Common Stock | 02/24/2012 | | D | | 34,621.019 | D | \$ 23.18 |
| Common Stock | | | | | 12,935.833 | 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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SEC 1474
(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 | (6) | 02/24/2012 | | M | 34,621.019 (7) | (8) | (8) | Common Stock | 34,621 (7) |

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

02/28/2012

__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 98,665.290 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 237,832 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 721,885 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 34,621.019 stock-settled RSUs.
- (4) Includes 203,211 stock-settled RSUs and 744,388 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (5) Includes 203,211 stock-settled RSUs and 779,009 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6)

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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.

- (7) Represents the portion of the cash-settled RSUs granted on February 25, 2010 (the "2010 cash-settled RSUs") that vested on February 25, 2012, including a total of 1,1309.019 dividend equivalent rights accrued thereon.
- (8) The 2010 cash-settled RSUs vest in three equal annual installments beginning on February 25, 2011. 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 1,211.180 dividend equivalent rights on the 2010 cash-settled RSUs pursuant to the reinvestment of dividends after February 25, 2011. The rights accrued when and as dividends were paid

- (9) on shares underlying the 2010 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2010 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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