#### WATJEN THOMAS R

Form 4

February 28, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

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obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * WATJEN THOMAS R			Issuer Name and Ticker or Trading     Symbol     Unum Group [UNM]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	X Director 10% Owner		
1 FOUNTAIN SQUARE			02/24/2012	X Officer (give title Other (specify below)  President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			, C	1 0,		
			Filed(Month/Day/Year)	Applicable Line)		
CHATTANOOGA, TN 37402				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

						Pers	SOII			
(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 An ordisposed of (D) (Instr. 3, 4 and	)	d (A) or	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)	
Common Stock	02/24/2012		F	34,533 (1)	D	\$ 23.18	959,717 (2)	D		
Common Stock	02/24/2012		F	12,118 (3)	D	\$ 23.18	947,599 (4)	D		
Common Stock	02/24/2012		M	34,621.019	A	\$ 0	982,220 (5)	D		
Common Stock	02/24/2012		D	34,621.019	D	\$ 23.18	947,599 (4)	D		
Common									Ву	

401(k)

Plan

12,935.833 I

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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 orDerivative 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	<u>(6)</u>	02/24/2012		M	34,621.019 (7)	(8)	(8)	Common Stock	34,621 (7)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
.t	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

02/28/2012

\*\*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)** 

Reporting Owners 2

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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. 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.