

WATJEN THOMAS R
Form 4
February 23, 2012

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)
02/21/2012

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	02/21/2012		A		112,420 ⁽¹⁾	A	\$ 0
							1,002,591 _{(2) (3)}
Common Stock	02/22/2012		F		8,341 ⁽⁴⁾	D	\$ 23.28
							994,250 ⁽⁵⁾
Common Stock	02/22/2012		M		28,080.178	A	\$ 0
							1,022,330 ₍₆₎
Common Stock	02/22/2012		D		28,080.178	D	\$ 23.28
							994,250 ⁽⁵⁾
Common Stock							12,934.61
						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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 23.35	02/21/2012		A		178,937		<u>(7)</u>	02/21/2020	Common Stock
Restricted Stock Units	<u>(8)</u>	02/21/2012		A		112,420		<u>(9)</u>	<u>(9)</u>	Common Stock
Restricted Stock Units	<u>(8)</u>	02/22/2012		M		28,080.178	<u>(10)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock

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: 02/23/2012

**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) All are restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and which vest in three equal annual installments beginning on February 21, 2013.

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- (2) Includes 364,577 stock-settled RSUs and 638,013 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Beneficial ownership amount accounts for the exempt acquisitions of an aggregate of 1,141.965 stock-settled RSUs pursuant to the reinvestment of dividends since the date of the reporting person's prior Form 4.
- (4) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 28,080.178 stock-settled RSUs.
- (5) Includes 336,497 stock-settled RSUs and 657,753 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) Includes 336,497 stock-settled RSUs and 685,833 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (7) The options vest in three equal annual installments beginning on February 21, 2013.
- (8) 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.
- (9) The 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.
- (10) Represents the portion of the cash-settled RSUs granted on February 22, 2011 (the "2011 cash-settled RSUs") that vested on February 22, 2012, including a total of 488.178 dividend equivalent rights accrued thereon.
- (11) 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 1,473.695 dividend equivalent rights on the 2011 cash-settled RSUs pursuant to the reinvestment of dividends after the grant date. The rights accrued when and as dividends were paid on
- (12) 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.