

Unum Group
Form 4
February 24, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(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)

02/21/2015

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	02/21/2015		F		15,842 ⁽¹⁾	D	\$ 33.99
Common Stock	02/21/2015		F		7,821 ⁽⁴⁾	D	\$ 33.99
Common Stock	02/21/2015		M		40,004.832	A	\$ 0
Common Stock	02/21/2015		D		40,004.832	D	\$ 33.99
Common Stock	02/21/2015		M		19,748.836	A	\$ 0

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Common Stock 02/21/2015 D 19,748.836 D \$ 33.99 383,627 ⁽⁵⁾ D

Common Stock 13,620.72 I By 401(k) Plan

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	<u>(8)</u>	02/21/2015		M	40,004.832 <u>(9)</u>	<u>(10)</u> <u>(10)</u>	Common Stock <u>(9)</u> 40,004
Restricted Stock Units	<u>(8)</u>	02/21/2015		M	19,748.836 <u>(12)</u>	<u>(13)</u> <u>(13)</u>	Common Stock <u>(12)</u> 19,748

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 02/24/2015

 **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).

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- (1) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 40,004.832 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 83,889 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 307,559 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 598,520 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 19,748.836 stock-settled RSUs.
- (5) Includes 64,140 stock-settled RSUs and 319,487 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) Includes 64,140 stock-settled RSUs and 359,492 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (7) Includes 64,140 stock-settled RSUs and 339,236 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (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) Represents the portion of the cash-settled RSUs granted on February 21, 2012 (the "2012 cash-settled RSUs") that vested on February 21, 2015, including a total of 2,530.832 dividend equivalent rights accrued thereon.
- (10) 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 748.195 dividend equivalent rights on the 2012 cash-settled RSUs pursuant to the reinvestment of dividends after February 21, 2014. The rights accrued when and as dividends were
- (11) 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.
- (12) Represents the portion of the cash-settled RSUs granted on February 21, 2013 (the "2013 cash-settled RSUs") that vested on February 21, 2015, including a total of 757.836 dividend equivalent rights accrued thereon.
- (13) 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 738.690 dividend equivalent rights on the 2013 cash-settled RSUs pursuant to the reinvestment of dividends after February 21, 2014. The rights accrued when and as dividends were
- (14) paid on 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.

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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