

WATJEN THOMAS R

Form 4

February 26, 2013

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)

02/22/2013

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)
Common Stock	02/22/2013		F	11,389 ⁽¹⁾	D \$ 24.25	970,466 ⁽²⁾	D
Common Stock	02/22/2013		M	28,759.184	A \$ 0	999,225 ⁽³⁾	D
Common Stock	02/22/2013		D	28,759.184	D \$ 24.25	970,466 ⁽²⁾	D
Common Stock	02/25/2013		F	14,042 ⁽⁴⁾	D \$ 23.71	956,424 ⁽⁵⁾	D
Common Stock	02/25/2013		M	35,458.194	A \$ 0	991,882 ⁽⁶⁾	D

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Common Stock 02/25/2013 D 35,458.194 D \$ 23.71 956,424 ⁽⁵⁾ D

Common Stock 13,224.082 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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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	<u>(7)</u>	02/22/2013		M	28,759.184 <u>(8)</u>	<u>(9)</u> <u>(9)</u>	Common Stock 28,759 <u>(8)</u>
Restricted Stock Units	<u>(7)</u>	02/25/2013		M	35,458.194 <u>(11)</u>	<u>(12)</u> <u>(12)</u>	Common Stock 35,458 <u>(11)</u>

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 02/26/2013

 **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 28,759.184 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 197,962 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 772,504 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) Includes 197,962 stock-settled RSUs and 801,263 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (4) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 35,458.194 stock-settled RSUs.
- (5) Includes 162,504 stock-settled RSUs and 793,920 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) Includes 162,504 stock-settled RSUs and 829,379 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (7) 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.
- (8) Represents the portion of the cash-settled RSUs granted on February 22, 2011 (the "2011 cash-settled RSUs") that vested on February 22, 2013, including a total of 1,167.184 dividend equivalent rights accrued thereon.
- (9) 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 1,358.235 dividend equivalent rights on the 2011 cash-settled RSUs pursuant to the reinvestment of dividends after February 22, 2012. The rights accrued when and as dividends were
- (10) 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.
- (11) Represents the portion of the cash-settled RSUs granted on February 25, 2010 (the "2010 cash-settled RSUs") that vested on February 25, 2013, including a total of 1,976.194 dividend equivalent rights accrued thereon.
- (12) 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 837.171 dividend equivalent rights on the 2010 cash-settled RSUs pursuant to the reinvestment of dividends after February 25, 2012. The rights accrued when and as dividends were
- (13) paid 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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