

Unum Group
Form 4
February 28, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCARTHY KEVIN P

(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)
02/24/2011

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)
EVP, President & CEO, Unum US

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 | 02/24/2011 | | M ⁽¹⁾ | | 14,855 | A | \$ 11.37 |
| | | | | | | | 284,392 ⁽²⁾ |
| Common Stock | 02/24/2011 | | S ⁽¹⁾ | | 14,855 | D | \$ 25.9449 |
| | | | | | | | 269,537 ⁽⁴⁾ |
| Common Stock | 02/24/2011 | | F | | 8,494 ⁽⁵⁾ | D | \$ 26.23 |
| | | | | | | | 261,043 ⁽⁶⁾ |
| Common Stock | 02/25/2011 | | M ⁽¹⁾ | | 7,999 | A | \$ 11.37 |
| | | | | | | | 269,042 ⁽⁷⁾ |
| Common Stock | 02/25/2011 | | F | | 5,697 ⁽⁸⁾ | D | \$ 26.6 |
| | | | | | | | 263,345 ⁽⁹⁾ |

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Common Stock 1,756.442 I By N-Q 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 11.37 | 02/24/2011 | | M ⁽¹⁾ | 14,855 | ⁽¹⁰⁾ 02/24/2017 | Common Stock | 14,855 |
| Employee Stock Option (right to buy) | \$ 11.37 | 02/25/2011 | | M ⁽¹⁾ | 7,999 | ⁽¹⁰⁾ 02/24/2017 | Common Stock | 7,999 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| MCCARTHY KEVIN P 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402 | Director 10% Owner Officer EVP, President & CEO, Unum US |

Signatures

/s/ Jullienne, J. Paul, Attorney-in-Fact 02/28/2011
 **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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2010.
- (2) Includes 150,448 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 133,944 shares of common stock.

Reflects weighted average price for multiple sale transactions ranging in price from \$25.83 per share to \$26.07 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) Includes 150,448 stock-settled RSUs and 119,089 shares of common stock.
- (5) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 27,716.457 stock-settled RSUs.
- (6) Includes 122,732 stock-settled RSUs and 138,311 shares of common stock.
- (7) Includes 122,732 stock-settled RSUs and 146,310 shares of common stock.
- (8) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 14,242.348 stock-settled RSUs.
- (9) Includes 108,489 stock-settled RSUs and 154,856 shares of common stock.
- (10) The options vest in three equal annual installments beginning on February 24, 2011.

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.