

Unum Group  
Form 4  
February 24, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
02/22/2011

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	02/22/2011		A	32,942 (1) A \$ 0	273,108 (2) (3)	D	
Common Stock	02/23/2011		F	3,571 (4) D \$ 26.87	269,537 (5)	D	
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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Options (right to buy)	\$ 26.29	02/22/2011		A	24,610	<u>(6)</u> 02/22/2019	Common Stock	24,610

## 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  
Date: 02/24/2011

\_\_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) 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 22, 2012.
- (2) Includes 162,351 stock-settled RSUs and 110,757 shares of common stock.
- (3) Beneficial ownership amount accounts for the exempt acquisitions of an aggregate of 1,309.133 shares of common stock and 1,604.676 stock-settled RSUs pursuant to the reinvestment of dividends after the date of the reporting person's prior Form 4.
- (4) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 11,902.471 stock-settled RSUs.
- (5) Includes 150,448 stock-settled RSUs and 119,089 shares of common stock.
- (6) The options vest in three equal annual installments beginning on February 22, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Unum Group - Form 4

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