

Unum Group
Form 4
February 26, 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)

02/24/2015

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)
Common Stock	02/24/2015		A	44,014 ⁽¹⁾	A \$ 0	427,641 ⁽²⁾	D
Common Stock	02/25/2015		M	14,795.719	A \$ 0	442,437 ⁽³⁾	D
Common Stock	02/25/2015		D	14,795.719	D \$ 34.08	427,641 ⁽²⁾	D
Common Stock	02/25/2015		F	5,860 ⁽⁴⁾	D \$ 33.88	421,781 ⁽⁵⁾	D
Common Stock	02/25/2015		S ⁽⁶⁾	37,767	D \$ 33.8749 ⁽⁷⁾	384,014 ⁽⁸⁾	D

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Common Stock 13,619.05 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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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 Security (Instr. 3 and 4)
Restricted Stock Units	(9)	02/24/2015		A	44,014	(10) (10)	Common Stock
Restricted Stock Units	(9)	02/25/2015		M	14,795.719 (11)	(12) (12)	Common Stock 14

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 02/26/2015
**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).
- (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 24, 2016.
- (2)

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Includes 108,154 stock-settled RSUs and 319,487 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

- (3) Includes 122,950 stock-settled RSUs and 319,487 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 14,795.719 stock-settled RSUs.
- (5) Includes 93,358 stock-settled RSUs and 328,423 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (6) These sale transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 10, 2014.
Reflects the weighted average price for multiple sale transactions ranging in price from \$33.78 per share to \$34.15 per share, inclusive.
- (7) 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.
- (8) Includes 93,358 stock-settled RSUs and 290,656 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (9) 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.
- (10) The 2015 cash-settled RSUs vest in three equal annual installments beginning on February 24, 2016. Vested units are to be settled within 30 days after the vesting date.
- (11) Represents the portion of the cash-settled RSUs granted on February 25, 2014 (the "2014 cash-settled RSUs") that vested on February 25, 2015, including a total of 275.719 dividend equivalent rights accrued thereon.
- (12) The 2014 cash-settled RSUs vest in three equal annual installments beginning on February 25, 2015. 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 830.251 dividend equivalent rights on the 2014 cash-settled RSUs pursuant to the reinvestment of dividends after February 25, 2014. The rights accrued when and as dividends were
- (13) paid on shares underlying the 2014 cash-settled RSUs and became vested proportionately with and subject to settlement upon the same terms as the 2014 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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