

Unum Group
Form 4
February 24, 2015

FORM 4

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

OMB APPROVAL

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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 *
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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- (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 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.
- (11) 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.
- (12) 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 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.
- (13) Represents the portion of the cash-settled RSUs granted on February 21, 2014 (the "2014 cash-settled RSUs") that vested on February 21, 2015, including a total of 757.836 dividend equivalent rights accrued thereon.
- (14) The 2014 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 2014 cash-settled RSUs pursuant to the reinvestment of dividends after February 21, 2014. The rights accrued when and as dividends were 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. 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.