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UNUMPROVIDENT CORP

Form 4

February 28, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr MCCARTHY		ng Person *	2. Issuer Na Symbol UNUMPRO				I	i. Relationship of ssuer	Reporting Pe	``
(Last) 1 FOUNTAIN	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2006				_	Director 10% Owner Solution				
CHATTANOC	4. If Amendment, Date Original Filed(Month/Day/Year)				A -	EVP Risk Operations 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I -	Non-Deri	vative Secu	rities	Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transactio (Month/Day/	Year) Exe	cution Date, if	3. Transactic Code (Instr. 8)	4. Securition(A) or Dis (D) (Instr. 3, 4	posed	of	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	02/24/2000	5		A	21,240 (1)	A	\$0	64,117 (2)	D	
Common Stock (401(k) non-qualified)								1,622	I	By 401(k) non-qualified

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security o (Instr. 3) P		or Exercise Price of Derivative Security	(Monas Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/Year) ve s l		Underlying Securities (Instr. 3 and	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MCCARTHY KEVIN P 1 FOUNTAIN SQUARE CHATTANOOGA, TN 374021307

EVP Risk Operations

Signatures

By: Susan N. Roth on

behalf of 02/24/2006

**Signature of Reporting Person

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) Grant of restricted stock which vests in three equal installments on 2/24/07, 2/24/08, and 2/24/09.

Date

Includes 58,227 shares of restricted stock 3,512 shares in the Company's Employee Stock Purchase Plan and 2,378 shares held outside of

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.

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