

Unum Group
Form 4
February 26, 2014

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)
02/24/2014

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 & Chief Operating Officer

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 | 02/24/2014 | | F | | 5,072 (1) \$ 33.55 | D | |
| Common Stock | 02/24/2014 | | M(3) | | 7,347 A \$ 26.29 | D | |
| Common Stock | 02/24/2014 | | S(3) | | 7,347 D \$ 34.0046 (5) | D | |
| Common Stock | 02/24/2014 | | M(3) | | 8,950 A \$ 23.35 | D | |
| Common Stock | 02/24/2014 | | S(3) | | 8,950 D \$ 34.0003 | D | |

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(7)

Common Stock 02/24/2014 M⁽³⁾ 10,805 A \$ 24.25 184,728 ⁽⁸⁾ D

Common Stock 02/24/2014 S⁽³⁾ 10,805 D \$ 34.0086 173,923 ⁽²⁾ D
(7)

Common Stock 1,864.38 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 26.29 | 02/24/2014 | | M ⁽³⁾ | 7,347 | ⁽⁹⁾ 02/22/2019 | Common Stock | 7,347 |
| Employee Stock Option (right to buy) | \$ 23.35 | 02/24/2014 | | M ⁽³⁾ | 8,950 | ⁽¹⁰⁾ 02/21/2020 | Common Stock | 8,950 |
| Employee Stock Option (right to buy) | \$ 24.25 | 02/24/2014 | | M ⁽³⁾ | 10,805 | ⁽¹¹⁾ 02/20/2021 | Common Stock | 10,805 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCARTHY KEVIN P 1 FOUNTAIN SQUARE CHATTANOOGA, TN 37402 | | | EVP & Chief Operating Officer | |

Signatures

/s/ Jullienne, J. Paul,
Attorney-in-Fact

02/26/2014

__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) Shares withheld to satisfy tax withholding obligation applicable to the vesting of 11,657.957 stock-settled RSUs (as defined in footnote (2) below).
- (2) Includes 44,511 restricted stock units, which may be settled, on a 1-for-1 basis, only in shares of common stock ("stock-settled RSUs"), and 129,412 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (3) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2013.
- (4) Includes 44,511 stock-settled RSUs and 136,759 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

Reflects weighted average price for multiple sale transactions ranging in price from \$34.000 per share to \$34.005 per share, inclusive.
- (5) 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.
- (6) Includes 44,511 stock-settled RSUs and 138,362 shares of common stock. Fractional amounts have been rounded to the nearest whole number.

Reflects weighted average price for multiple sale transactions ranging in price from \$34.00 per share to \$34.01 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.
- (7) Includes 44,511 stock-settled RSUs and 140,217 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (8) Includes 44,511 stock-settled RSUs and 140,217 shares of common stock. Fractional amounts have been rounded to the nearest whole number.
- (9) The options vest in three equal annual installments beginning on February 22, 2012.
- (10) The options vest in three equal annual installments beginning on February 21, 2013.
- (11) The options vest in three equal annual installments beginning on February 20, 2014.

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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