

UNUMPROVIDENT CORP  
Form 8-K  
May 17, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 12, 2005**

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**UNUMPROVIDENT CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-11834**  
(Commission File Number)

**62-1598430**  
(IRS Employer

Identification No.)

**1 Fountain Square**  
**Chattanooga, Tennessee 37402**

(Address of principal executive offices) (Zip Code)

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(423) 294-1011

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 12, 2005, the Board of Directors of UnumProvident Corporation approved a change in the annual compensation for service as the Chairman of the Board from \$200,000 to \$160,000 following the request of Mr. Pollard that the Board consider a reduction in his compensation and consultation with the executive compensation advisor to the Compensation Committee of the Board. This compensation is in addition to the annual retainers and meeting fees received by all directors and committee chairs. Exhibit A to the UnumProvident Corporation Amended and Restated Non-Employee Director Compensation Plan of 2004 has been amended to reflect this change and is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is filed with this Report.

10.1 Exhibit A to the UnumProvident Corporation Amended and Restated Non-Employee Director Compensation Plan of 2004.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UnumProvident Corporation**  
(Registrant)

Date: May 17, 2005.

By: */s/ Susan N. Roth*

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Name: Susan N. Roth  
Title: Vice President, Corporate Secretary and  
Assistant General Counsel

**INDEX TO EXHIBITS**

**EXHIBIT**

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10.1 Exhibit A to the UnumProvident Corporation Amended and Restated Non-Employee Director Compensation Plan of 2004.