

Unum Group  
Form S-8 POS  
December 16, 2008

As filed with the Securities and Exchange Commission on December 16, 2008

Registration No. 333-81669

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

POST-EFFECTIVE AMENDMENT NO. 2 TO

*REGISTRATION STATEMENT UNDER*

*THE SECURITIES ACT OF 1933*

## UNUM GROUP

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

62-1598430  
(I.R.S. Employer  
Identification No.)

1 Fountain Square

Chattanooga, Tennessee 37402

(423) 294-1011

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Provident Companies, Inc. Stock Plan of 1999**

**Provident Companies, Inc. Non-Employee Director Compensation Plan of 1998**

**Employee Stock Option Plan of 1998**

**Amended and Restated Annual Management Incentive Compensation Plan of 1994**

(Full title of the Plans)

**Susan N. Roth**

**Unum Group**

**1 Fountain Square**

**Chattanooga, Tennessee 37402**

(Name and address of agent for service)

**(423) 294-1011**

(Telephone number, including area code, of agent for service)

*With Copies to:*

Frank M. Williams, Esq.

Miller & Martin PLLC

Suite 1000, Volunteer Building

832 Georgia Avenue

Chattanooga, Tennessee 37402

(423) 756-6600



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 (this Amendment No. 2) relates to the Registration Statement on Form S-8 (File No. 333-81669) (the Registration Statement) of Unum Group (the Company), which was filed with the Securities and Exchange Commission (the Commission) on June 28, 1999, and which was amended by Post-Effective Amendment No. 1 (Amendment No. 1) filed with the Commission on February 25, 2008. The Registration Statement, among other things, registered 1,095,000 shares of the Company's common stock, par value \$0.10 per share (Common Stock) (after giving effect to the reclassification and conversion of each share of common stock of Provident Companies, Inc. (Provident) into 0.730 shares of Common Stock pursuant to the Agreement and Plan of Merger, effective as of June 30, 1999, between Provident and UNUM Corporation), for issuance pursuant to the Amended and Restated Annual Management Incentive Compensation Plan of 1994 (the 1994 Plan). Amendment No. 1, among other things, reduced to 50 the number of shares of Common Stock available for issuance pursuant to the 1994 Plan.

The Company is filing this Amendment No. 2 to further reduce the number of shares of Common Stock that may be issued pursuant to the 1994 Plan. After giving effect to this Amendment No. 2, the number of shares of Common Stock available for issuance under the 1994 Plan shall be 0 shares.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

24.1 Power of Attorney (previously filed)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee, on the 16<sup>th</sup> day of December, 2008.

**UNUM GROUP**

By: */s/ Thomas R. Watjen*  
Thomas R. Watjen

President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 has been signed below by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/ Thomas R. Watjen</i>	President, Chief Executive Officer and Director	December 16, 2008
Thomas R. Watjen	(principal executive officer)	
<i>/s/ Robert C. Greving</i>	Executive Vice President, Chief Financial Officer and Chief Actuary (principal financial officer and principal accounting officer)	December 16, 2008
Robert C. Greving		
*	Director	December 16, 2008
E. Michael Caulfield		
*	Director	December 16, 2008
Jon S. Fossel		
*	Director	December 16, 2008
Pamela H. Godwin		
*	Director	December 16, 2008
Ronald E. Goldsberry		
	Director	
Kevin T. Kabat		
*	Director	December 16, 2008
Thomas Kinser		
*	Director	December 16, 2008

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Gloria C. Larson

\*

Director

December 16, 2008

A.S. (Pat) MacMillan, Jr.

\*

Director

December 16, 2008

Edward J. Muhl

\*

Director

December 16, 2008

Michael J. Passarella

\*

Director

December 16, 2008

William J. Ryan

\*By: /s/ Susan N. Roth

Susan N. Roth, Attorney-in-Fact

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
24.1	Power of Attorney (previously filed)