

Unum Group  
Form S-8 POS  
February 25, 2008

As filed with the Securities and Exchange Commission on February 25, 2008

Registration No. 333-81669

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**POST-EFFECTIVE AMENDMENT NO. 1 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. 1 (this Amendment) 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 on June 28, 1999. The Registration Statement registered, among other things, 365,000 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 dated as of November 22, 1998 between Provident and the Company), for issuance pursuant to the Provident Companies, Inc. Non-Employee Director Compensation Plan of 1998 (the 1998 Plan); and 1,095,000 shares of Common Stock (after giving effect to the reclassification and conversion described above) for issuance pursuant to the Amended and Restated Annual Management Incentive Compensation Plan of 1994 (the 1994 Plan). The 1998 Plan and the 1994 Plan are referred to herein collectively as the Plans.

The Company is filing this Amendment to reduce the number of shares of Common Stock that may be issued pursuant to the Plans. After giving effect to this Amendment, the number of shares of Common Stock available for issuance under the 1998 Plan and the 1994 Plan shall be 500 shares and 50 shares, respectively.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

24.1 Power of Attorney

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Corporation 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. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee, on the 22nd day of February, 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. 1 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>
/s/ Thomas R. Watjen Thomas R. Watjen	President, Chief Executive Officer and Director (Principal Executive Officer)	February 22, 2008
/s/ Robert C. Greving Robert C. Greving	Executive Vice President, Chief Financial Officer and Chief Actuary (Principal Financial and Accounting Officer)	February 22, 2008
* E. Michael Caulfield	Director	February 21, 2008
* Jon S. Fossel	Director	February 21, 2008
* Pamela H. Godwin	Director	February 21, 2008
* Ronald E. Goldsberry	Director	February 21, 2008
* Thomas Kinser	Director	February 21, 2008
* Gloria C. Larson	Director	February 21, 2008
* A.S. (Pat) MacMillan, Jr.	Director	February 21, 2008

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*	Director	February 21, 2008
Edward J. Muhl		
*	Director	February 21, 2008
Michael J. Passarella		
*	Director	February 21, 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