

Unum Group  
Form S-8 POS  
February 25, 2008

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

Registration No. 333-85882

**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)

**1 Fountain Square**

**Chattanooga, Tennessee 37402**

**(423) 294-1011**

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

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

**UnumProvident Corporation Stock Plan of 1999**

**UnumProvident Corporation 401(k) Retirement Plan**

**(as amended on February 15, 2002)**

**UnumProvident Corporation Broad-Based Stock Plan of 2001**

**(as amended on February 8, 2001)**

**UnumProvident Corporation Broad-Based Stock Plan of 2002**

**UnumProvident Corporation Employee Stock Option Plan**

**(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

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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. 333-85882) (the Registration Statement) of Unum Group (the Company), which was filed with the Securities and Exchange Commission on April 8, 2002. The Registration Statement registered, among other things, 13,500,000 shares of the Company's common stock, par value \$0.10 per share (Common Stock), for issuance pursuant to the UnumProvident Corporation Stock Plan of 1999 (the 1999 Plan); 2,000,000 shares of Common Stock for issuance pursuant to the UnumProvident Corporation Broad-Based Plan of 2001 (as amended on February 8, 2001) (the 2001 Plan); and 2,390,000 shares of Common Stock for issuance pursuant to the UnumProvident Corporation Broad-Based Plan of 2002 (the 2002 Plan). On June 28, 1999, the Company also registered on Form S-8 (File No. 333-81669) 4,000,000 shares of Common Stock for issuance pursuant to the Provident Companies, Inc. Stock Plan of 1999 (the Provident Plan). The Company treats the 1999 Plan and the Provident Plan as a single plan. The 1999 Plan, the 2001 Plan and the 2002 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 1999 Plan (including those available under the Provident Plan), the 2001 Plan and the 2002 Plan shall be 250,000 shares, 20,000 shares and 0 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:

| Signature                 | Title                                                                                                            | Date              |
|---------------------------|------------------------------------------------------------------------------------------------------------------|-------------------|
| /s/ Thomas R. Watjen      | President, Chief Executive Officer and Director (Principal Executive Officer)                                    | February 22, 2008 |
| Thomas R. Watjen          |                                                                                                                  |                   |
| /s/ Robert C. Greving     | Executive Vice President, Chief Financial Officer and Chief Actuary (Principal Financial and Accounting Officer) | February 22, 2008 |
| Robert C. Greving         |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| E. Michael Caulfield      |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| Jon S. Fossel             |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| Pamela H. Godwin          |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| Ronal E. Goldsberry       |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| Thomas Kinser             |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| Gloria C. Larson          |                                                                                                                  |                   |
| *                         | Director                                                                                                         | February 21, 2008 |
| A.S. (Pat) MacMillan, Jr. |                                                                                                                  |                   |

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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  |