

UNUMPROVIDENT CORP  
Form 8-K  
July 06, 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): July 6, 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 5.02 (b) Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

The Company announced that E. Michael Caulfield, a member of its Board of Directors since August 2004, has accepted a position as chief operating officer of Mercer HR Consulting, a firm with which the Company does business. As part of its business, Mercer acts as a broker for customers who purchase the Company's insurance products and services. The Company also has advisory relationships with Mercer unrelated to Mercer's brokerage business. After reviewing the various relationships, Mr. Caulfield and the Company's Board of Directors determined that Mr. Caulfield's independence as a director could be affected and that it would be prudent that he not continue as a director of the Company. Mr. Caulfield resigned effective July 6, 2005.

**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: July 6, 2005.

By: */s/ Susan N. Roth*

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