

Unum Group
Form 11-K
June 21, 2011
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

**FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS
AND SIMILAR PLANS PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended December 31, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the transition period from _____ to _____

Commission file number: 001-11294

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

UNUM GROUP 401(k) RETIREMENT PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Unum Group

1 Fountain Square

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Chattanooga, Tennessee 37402

Table of Contents

FINANCIAL STATEMENTS AND

SUPPLEMENTAL SCHEDULE

Unum Group 401(k) Retirement Plan

Years Ended December 31, 2010 and 2009

With Report of Independent Registered Public Accounting Firm

Table of Contents

Unum Group 401(k) Retirement Plan

Financial Statements and Supplemental Schedule

Years Ended December 31, 2010 and 2009

Contents

<u>Report of Independent Registered Public Accounting Firm</u>	1
<i>Financial Statements</i>	
<u>Statements of Net Assets Available for Benefits</u>	2
<u>Statements of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4
<i>Supplemental Schedule</i>	
<u>Schedule H, Line 4i - Schedule of Assets (Held at End of Year)</u>	13

Table of Contents

Report of Independent Registered Public Accounting Firm

The Benefit Finance Committee

Unum Group 401(k) Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Unum Group 401(k) Retirement Plan as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2010 and 2009, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

Chattanooga, Tennessee

June 21, 2011

Table of Contents**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****Unum Group 401(k) Retirement Plan**

	December 31	
	2010	2009
Assets		
Investments at Fair Value	\$ 801,084,337	\$ 698,566,528
Receivables:		
Securities Sold		426,268
Employer Contributions	488,380	
Notes Receivable from Participants	15,172,163	13,586,219
Total Assets Reflecting Investments at Fair Value	816,744,880	712,579,015
Adjustment from Fair Value to Contract Value for Investment in Collective Trust	(1,227,797)	1,587,239
Net Assets Available for Benefits	\$ 815,517,083	\$ 714,166,254

See notes to financial statements.

Table of Contents**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS****Unum Group 401(k) Retirement Plan**

	Year Ended December 31	
	2010	2009
Contributions		
Participants	\$ 42,272,506	\$ 41,078,668
Employer	19,126,174	18,106,941
Total	61,398,680	59,185,609
Investment Income	18,719,482	15,106,287
Net Appreciation in Fair Value of Investments	70,324,562	105,603,923
Distributions to Participants	(48,643,134)	(29,893,055)
Administrative Fees	(448,761)	(279,067)
Increase in Net Assets	101,350,829	149,723,697
Net Assets Available for Benefits		
Beginning of Year	714,166,254	564,442,557
End of Year	\$ 815,517,083	\$ 714,166,254

See notes to financial statements.

Table of Contents

NOTES TO FINANCIAL STATEMENTS

Unum Group 401(k) Retirement Plan

December 31, 2010

Note 1 - Description of the Plan

The following description of the Unum Group 401(k) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan that covers all U.S. employees of Unum Group and its U.S. subsidiaries (the Company). Participants who are regularly scheduled to work more than nineteen hours per week are eligible to participate in the Plan or once they have completed 1,000 hours of service in a 12 month consecutive period. Participants become eligible for employer-matching contributions after the completion of 1,000 hours in a 12 month eligibility computation period. The Plan sponsor is the Company. The purpose of the Plan is to provide covered employees a qualified plan that meets the requirements of sections 401(a) and 401(k) of the Internal Revenue Code of 1986 (the Code). The Plan is administered by the Company, which is responsible for overseeing the administration and operation of the Company's qualified benefit plans. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Dependent upon the employee's annual earnings, eligible employees may elect to contribute 1 percent to 50 percent of their annual compensation, including sales-based incentive payouts, on a pre-tax basis. The Company matches 100 percent of participant contributions up to 3 percent of each participant's pay period compensation contributed, plus 50 percent of participant contributions on the next 2 percent of the participant's pay period compensation contributed, for a maximum match of 4 percent of annual compensation after one year of service, as defined above. In addition, participants may receive a discretionary contribution at the election of the Board of Directors of the Company. There was no discretionary contribution made in 2010 or 2009. Contributions are limited to the maximum amount allowable under the Code, which was \$16,500 in 2010 and 2009, and an additional \$5,500 in 2010 and 2009 for participants age 50 or older who could elect a catch up contribution.

Effective January 1, 2010, the maximum deferral rate for eligible employees increased from 25 percent to 50 percent of annual compensation. Also effective January 1, 2010, an automatic enrollment feature was added to the Plan for all eligible employees with a commencement date or rehire date of January 1, 2010. This feature automatically defers 3 percent of the eligible employee's annual compensation if an affirmative election is not made within 45 days of their commencement date or rehire date.

Participant Accounts

Each participant's account is credited or charged with the participant's contributions, employer matching contributions, Plan earnings, market value adjustments, and loan fees, if applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Employer and participant contributions plus actual earnings and market value adjustments thereon are immediately 100 percent vested at the date of contribution.

Table of Contents

NOTES TO FINANCIAL STATEMENTS

Unum Group 401(k) Retirement Plan

December 31, 2010

Note 1 - Description of the Plan - Continued

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from one year to a maximum of five years. The loans are secured by the balance in the participant's account and bear interest at a rate equal to the prime lending rate in effect as of the first business day of such month, as provided by Reuters, plus 1 percent. Principal and interest are paid ratably through bi-weekly payroll deductions.

Distributions to Participants

Participants or their beneficiaries may receive lump-sum distributions upon financial hardship, termination of employment, retirement, disability, or death.

Administrative Expenses

Costs of investment administration for the years ended December 31, 2010 and 2009 were paid by the Plan. Other administrative expenses, including accounting and auditing fees, were paid by the Company.

Plan Termination

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will remain 100 percent vested in their accounts.

Note 2 - Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). In connection with our preparation of the financial statements, we evaluated events that occurred subsequent to December 31, 2010, for recognition or disclosure in our financial statements and notes to our financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires the Company to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value on the last business day of the Plan year. The shares of mutual funds and common stock are valued at quoted market prices in an active market, which represent the net asset values (NAV) of shares held by the Plan at year end.

Table of Contents

NOTES TO FINANCIAL STATEMENTS

Unum Group 401(k) Retirement Plan

December 31, 2010

Note 2 - Significant Accounting Policies - Continued

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a common collective trust, which is the Fidelity Managed Income Portfolio II Class 2 Fund (MIP). The statements of net assets available for benefits present the fair value of the MIP and the adjustment from fair value to contract value. The contract value of participation units owned in the collective trust fund represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

The notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit losses has been recorded as of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the Company deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Distributions

Distributions to participants are recorded when paid.

Accounting Updates Adopted in 2010:

Accounting Standards Codification (ASC) 962 Defined Contribution Pension Plans

In September 2010, the Financial Accounting Standards Board (FASB) issued an update to require disclosure and measurement changes related to participant loans. For reporting purposes, participant loans shall be classified as notes receivable from participants and are no longer subject to fair value measurement disclosure requirements. In addition, notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. We adopted this update effective December 31, 2010. The adoption of this update altered the presentation of the statements of net assets available for benefits as well as the fair value hierarchy disclosures but had no effect on the Plan's net assets available for benefits or the changes therein. We have reclassified prior year amounts to conform to the current year presentation.

ASC 820 Fair Value Measurements and Disclosures

In January 2010, the FASB issued an update to require a number of additional disclosures regarding fair value measurements. Specifically, the update requires a reporting entity to disclose the amounts of significant transfers between Level 1 and Level 2 of the three tier fair value hierarchy and the reasons for these transfers, as well as the reasons for any transfers in or out of Level 3, effective for annual and interim periods beginning after December 15, 2009. The update also requires information in the reconciliation of recurring Level 3 measurements about purchases, sales, issuances, and settlements on a gross basis, effective for annual and interim periods beginning after December 15, 2010. We adopted this update in its entirety, including early adoption of the additional Level 3 information, effective January 1, 2010. The adoption of this update expanded our disclosures but had no effect on the Plan's net assets available for benefits or the changes therein.

Table of Contents

NOTES TO FINANCIAL STATEMENTS

Unum Group 401(k) Retirement Plan

December 31, 2010

Note 2 - Significant Accounting Policies - Continued

Accounting Updates Adopted in 2009:

ASC 105 Generally Accepted Accounting Principles

In June 2009, the FASB established the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Securities and Exchange Commission (SEC) rules and interpretive releases, which may not be included in their entirety within the Codification, will remain as authoritative GAAP for SEC registrants. We adopted Codification effective July 1, 2009. The adoption of Codification had no effect on the Plan's net assets available for benefits or the changes therein.

ASC 820 Fair Value Measurements and Disclosures

In April 2009, the FASB issued a new accounting standard, now included in ASC 820, to provide additional guidance for estimating fair value but reemphasized that the objective of fair value measurement remained an exit price. This standard provides guidance for determining whether there has been a significant decrease in the volume and level of activity in the market and provides factors for companies to consider in identifying transactions that are not orderly. The standard also discusses the necessity of adjustments to transaction or quoted prices to estimate fair value when it is determined that there has been a significant decrease in the volume and level of activity or that the transaction is not orderly. We adopted this standard effective April 1, 2009. This standard expanded our disclosures but had no effect on the Plan's net assets available for benefits or the changes therein.

In August 2009, the FASB issued an update to provide clarification concerning fair value measurements and disclosures for liabilities and, in particular, for circumstances in which a quoted price in an active market for an identical liability is not available. We adopted this update effective December 31, 2009. The adoption of this update had no effect on the Plan's net assets available for benefits or the changes therein.

In September 2009, the FASB issued an update to permit a reporting entity to measure the fair value of an investment on the basis of net asset value per share if the net asset value is calculated in a manner consistent with the measurement principles of U.S. GAAP for investment companies. This update also requires disclosures by major category of investments about the attributes of investments, such as the nature of any restrictions on the investor's ability to redeem its investments, any unfunded commitments, and the investment strategies of the investees. We adopted this update effective December 31, 2009. The adoption of this update had no effect on the Plan's net assets available for benefits or the changes therein.

ASC 855 Subsequent Events

In May 2009, the FASB issued a new accounting standard, now included in ASC 855, to provide subsequent events guidance. This topic was previously addressed only in the auditing literature, and is largely similar to the auditing guidance with limited exceptions which are not intended to result in significant changes in practice. We adopted this standard effective June 30, 2009. The FASB issued an update in February 2010 to remove the requirement, for certain entities, to disclose the date through which subsequent events have been evaluated. This standard and update had no effect on the Plan's net assets available for benefits or the changes therein.

Table of Contents

NOTES TO FINANCIAL STATEMENTS

Unum Group 401(k) Retirement Plan

December 31, 2010

Note 2 - Significant Accounting Policies - Continued

Accounting Updates Outstanding:

ASC 820 Fair Value Measurements and Disclosures

In May 2011, the FASB issued an update requiring additional disclosures regarding fair value measurements as well as providing clarifying guidance on the application of existing fair value measurement requirements. Specifically, the update requires additional information on Level 1 and Level 2 transfers within the fair value hierarchy; the categorization by level of the fair value hierarchy for items that are not measured at fair value in the statement of net assets available for benefits, but for which the fair value of such items is required to be disclosed; and information about the sensitivity of a fair value measurement within Level 3 of the fair value hierarchy to changes in unobservable inputs and any interrelationships between those unobservable inputs. The amendments in this update are effective for interim and annual periods beginning after December 15, 2011. The adoption of this update will expand our disclosures but will have no effect on the Plan's net assets available for benefits or the changes therein.

Note 3 - Fair Value Measurements

Financial instruments measured at fair value are categorized into a three-level classification. The lowest level input that is significant to the fair value measurement of a financial instrument is used to categorize the instrument and reflects the judgment of management. Financial assets and liabilities presented at fair value generally are categorized as follows:

Level 1 - Inputs are unadjusted and represent quoted prices in active markets for identical assets or liabilities at the measurement date.

Level 2 - Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

Level 3 - Inputs are unobservable and supported by little or no market activity.

The Company uses the following methods and assumptions in estimating the fair values of the Plan's financial instruments:

Mutual Funds: Fair values equal the NAV of shares held by the Plan at year end. The NAV is based on the value of the underlying assets owned by the fund minus its liabilities, divided by the number of shares outstanding. The NAV is a quoted price in an active market and is classified as Level 1.

Collective Investment Trust (MIP): The MIP is a stable value common collective trust that seeks the preservation of capital as well as a competitive level of income over time. To achieve this objective, the trust invests in money market funds, various debt and fixed income securities, and wrap contracts. Fair values of the money market funds and various debt and fixed income securities are determined by the trustees of the MIP, using a combination of readily available and most recent market bid prices in the principal markets where such funds and securities are traded, pricing services that use valuation matrices incorporating dealer supplied valuations and valuation models, security cash flows and structure, the value of underlying assets, and other observable valuation inputs as applicable. Fair values of the wrap contracts are determined by

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the trustees of the MIP using a discounted cash flow model that incorporates market data and recent fee bids as determined by recognized dealers. There are no redemption restrictions associated with this trust and the fair value measurements utilized are classified as Level 2.

Table of Contents**NOTES TO FINANCIAL STATEMENTS****Unum Group 401(k) Retirement Plan****December 31, 2010****Note 3 - Fair Value Measurements - Continued**

Common Stock: Fair values equal the unadjusted quoted prices reported on the active market on which the individual securities are traded and are classified as Level 1.

Interest Bearing Cash: Interest bearing cash includes cash on hand and bank deposits such as money market accounts and certificates of deposit. Due to the short-term nature of the instruments, the stated values approximate fair value and are classified as Level 1.

The categorization of the fair value measurements of the Plan's assets, by input level, is as follows:

	December 31, 2010			
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Mutual Funds				
Large Cap	\$ 270,121,494	\$	\$	\$ 270,121,494
Mid Cap	59,378,240			59,378,240
Small Cap	21,402,927			21,402,927
International	98,394,529			98,394,529
Blended	72,914,527			72,914,527
Income	105,233,989			105,233,989
Collective Investment Trust		124,342,443		124,342,443
Common Stock				
Unum Group	47,716,863			47,716,863
BrokerageLink - Self-Directed	418,581			418,581
Interest Bearing Cash	1,160,744			1,160,744
Total Assets	\$ 676,741,894	\$ 124,342,443	\$	\$ 801,084,337

Table of Contents**NOTES TO FINANCIAL STATEMENTS****Unum Group 401(k) Retirement Plan****December 31, 2010****Note 3 - Fair Value Measurements - Continued**

	December 31, 2009			Total
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets				
Mutual Funds				
Large Cap	\$ 243,759,985	\$	\$	\$ 243,759,985
Mid Cap	42,453,784			42,453,784
Small Cap	14,545,899			14,545,899
International	77,457,816			77,457,816
Blended	62,575,094			62,575,094
Income	84,969,907			84,969,907
Collective Investment Trust		126,331,431		126,331,431
Common Stock				
Unum Group	45,164,693			45,164,693
BrokerageLink - Self-Directed	380,511			380,511
Interest Bearing Cash	927,408			927,408
Total Assets	\$ 572,235,097	\$ 126,331,431	\$	\$ 698,566,528

There were no transfers between Level 1 and Level 2 assets during 2010 and 2009.

Note 4 - Investments

The Plan's investments (including investments purchased, sold, and held during the year) appreciated in fair value as determined by quoted market prices as follows:

	Year Ended December 31	
	2010	2009
Common Stock	\$ 10,710,380	\$ 7,740,572
Mutual Funds	59,614,182	97,863,351
Total	\$ 70,324,562	\$ 105,603,923

Table of Contents**NOTES TO FINANCIAL STATEMENTS****Unum Group 401(k) Retirement Plan****December 31, 2010****Note 4 - Investments - Continued**

Investments that represent 5 percent or more of the fair value of the Plan's net assets available for benefits are as follows:

	December 31	
	2010	2009
Fidelity MIP II Class 2 Fund*	\$ 124,342,443	\$ 126,331,431
Fidelity Contrafund K	120,652,053	111,207,688
PIMCO Total Return Fund Institutional Class	95,598,670	84,969,907
Spartan U.S. Equity Index Fund	81,167,240	67,176,571
Unum Group Stock Fund	47,716,863	45,164,693
Spartan International Index	45,960,839	**
MFS International Equity Fund	**	38,793,552

* Fidelity MIP II Class 2 Fund value is shown at fair value. The contract value is \$123,114,646 for December 31, 2010, and \$127,918,670 for December 31, 2009.

** Amount not greater than 5 percent for the year

Note 5 - Related Party Transactions

The Plan allows participants the option of investing their contributions in the Unum Group Stock Fund, which consists principally of Unum Group common stock. Dividends paid on the Unum Group common shares held by the Plan were \$746,419 and \$828,973 for the years ended December 31, 2010 and 2009, respectively. The Plan also holds shares of mutual funds managed by the Fidelity Management Trust Company, the trustee of the Plan.

Note 6 - Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the fair values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 7 - Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated September 10, 2003, that the Plan and related trust are designed in accordance with applicable sections of the Code. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010 there are no uncertain positions taken or

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expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Company believes it is no longer subject to income tax examinations for years prior to 2007.

Table of Contents**NOTES TO FINANCIAL STATEMENTS****Unum Group 401(k) Retirement Plan****December 31, 2010****Note 8 - Reconciliation between Financial Statements and Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2010	2009
Net assets available for benefits per the financial statements	\$ 815,517,083	\$ 714,166,254
Amounts allocated to withdrawn participants		(86,034)
Adjustment to report collective trust fund at fair value	1,227,797	(1,587,239)
Net assets available for benefits per the Form 5500	\$ 816,744,880	\$ 712,492,981

The following is a reconciliation of changes in net assets available for benefits per the financial statements to net increase per the Form 5500:

	Year Ended December 31 2010
Increase in net assets per the financial statements	\$ 101,350,829
Amounts allocated to withdrawn participants at December 31, 2009	86,034
Adjustment to report collective trust fund at fair value at December 31, 2010	1,227,797
Adjustment to report collective trust fund at fair value at December 31, 2009	1,587,239
Net increase per the Form 5500	\$ 104,251,899

Amounts allocated to withdrawn participants are recorded in the Form 5500 for distributions that have been processed and approved for payment prior to December 31, but not paid as of that date. The adjustment to report the collective trust fund at fair value represents the difference between the contract value of the MIP as included in the statements of changes in net assets available for benefits and the fair value of the MIP as reported in the Form 5500.

Table of Contents**Unum Group 401(k) Retirement Plan****Schedule H, Line 4i Schedule of Assets (Held at Year End)****Plan Number: 002****EIN: 62-1598430**

December 31, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Mutual Funds:			
*	Fidelity Management Trust Company	Baron Growth Institutional	**	\$ 7,054,067
*	Fidelity Management Trust Company	Fidelity Puritan Fund	**	31,076,325
*	Fidelity Management Trust Company	Fidelity Contrafund K	**	120,652,053
*	Fidelity Management Trust Company	PIMCO Total Return Fund Institutional Class	**	95,598,670
*	Fidelity Management Trust Company	Spartan Extended Market Index	**	24,014,539
*	Fidelity Management Trust Company	Spartan International Index	**	45,960,839
*	Fidelity Management Trust Company	Spartan U.S. Equity Index Fund	**	81,167,240
*	Fidelity Management Trust Company	Trp Mid Cap Value Fund	**	23,759,766
*	Fidelity Management Trust Company	American Funds Growth of America R5	**	33,471,015
*	Fidelity Management Trust Company	American Funds New Perspective R5	**	11,998,629
*	Fidelity Management Trust Company	Davis New York Venture Fund Class Y	**	34,419,089
*	Fidelity Management Trust Company	Goldman Sachs Growth Opportunities Institutional	**	11,603,935
*	Fidelity Management Trust Company	ABF Small Cap Value Fund	**	14,348,860
*	Fidelity Management Trust Company	MFS International Equity Fund	**	40,435,061
*	Fidelity Management Trust Company	Vanguard Inflation-Protected Fund Admiral Shares	**	9,635,319
*	Fidelity Management Trust Company	Fidelity Freedom K Income	**	3,042,943
*	Fidelity Management Trust Company	Fidelity Freedom K 2010	**	2,701,526
*	Fidelity Management Trust Company	Fidelity Freedom K 2015	**	6,065,232
*	Fidelity Management Trust Company	Fidelity Freedom K 2020	**	8,317,362
*	Fidelity Management Trust Company	Fidelity Freedom K 2025	**	6,925,987
*	Fidelity Management Trust Company	Fidelity Freedom K 2030	**	5,630,860
*	Fidelity Management Trust Company	Fidelity Freedom K 2035	**	3,585,409
*	Fidelity Management Trust Company	Fidelity Freedom K 2040	**	4,636,450
*	Fidelity Management Trust Company	Fidelity Freedom K 2045	**	484,651
*	Fidelity Management Trust Company	Fidelity Freedom K 2050	**	447,782
*	Fidelity Management Trust Company	BrokerageLink (Self Managed Brokerage Account)	**	412,097
	Total Mutual Funds			627,445,706
	Common Stock:			
*	Unum Group	Common Stock	**	47,716,863
*	Fidelity Management Trust Company	BrokerageLink	**	418,581
	Total Common Stock			48,135,444
*	Fidelity Management Trust Company	Fidelity MIP II Class 2 Fund	**	124,342,443
*	Fidelity Management Trust Company	Interest Bearing Cash	**	1,160,744
*	Notes Receivable from Participants	Interest rates range from 4.25% to 9.25% with maturity dates through January 11, 2016	**	15,172,163
				\$ 816,256,500

- * Indicates a party-in-interest to the Plan.
- ** Indicates a participant-directed account. The cost disclosure is not required.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

UNUM GROUP 401(k) RETIREMENT PLAN

Date: June 21, 2011

/s/ Lonnie A. Etheridge
Lonnie A. Etheridge

Chairman, 401(k) Benefit Finance Committee

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

EXHIBITS

TO

FORM 11-K

UNUM GROUP 401(k) RETIREMENT PLAN

Table of Contents

INDEX OF EXHIBITS

TITLE	EXHIBIT
Consent of Independent Registered Public Accounting Firm	23