

Unum Group  
Form 11-K  
June 22, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 11-K**

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

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

For the fiscal year ended December 31, 2006

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

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

**UNUMPROVIDENT 401(k) RETIREMENT PLAN**

1 Fountain Square

Chattanooga, Tennessee 37402

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

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**Unum Group**

**1 Fountain Square**

**Chattanooga, Tennessee 37402**

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AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

UnumProvident 401(k) Retirement Plan

As of December 31, 2006 and 2005, and Year Ended December 31, 2006

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UnumProvident 401(k) Retirement Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2006 and 2005, and

Year Ended December 31, 2006

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Report of Independent Registered Public Accounting Firm

The Benefit Finance Committee

UnumProvident 401(k) Retirement Plan

We have audited the accompanying statements of net assets available for benefits of UnumProvident 401(k) Retirement Plan as of December 31, 2006 and 2005, and the related statement of changes in net assets available for benefits for the year ended December 31, 2006. 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, 2006 and 2005, and the changes in its net assets available for benefits for the year ended December 31, 2006, 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, 2006, 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

Nashville, Tennessee

June 15, 2007

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UnumProvident 401(k) Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2006	2005
<b>Assets</b>		
Investments, at fair value	<b>\$ 703,487,132</b>	\$ 629,148,570
Adjustment from fair value to contract value for investment in the collective trust fund	<b>1,365,483</b>	1,738,514
Net assets available for benefits	<b>\$ 704,852,615</b>	\$ 630,887,084

*See accompanying notes.*

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UnumProvident 401(k) Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2006

Additions to net assets attributed to:	
Investment income	\$ 49,258,079
Net appreciation in fair value of investments	14,699,874
Contributions:	
Participants	41,843,808
Employer	16,921,501
	58,765,309
Total additions	122,723,262
Deductions from net assets attributed to:	
Benefits paid to participants	48,652,239
Administrative expenses	105,492
Total deductions	48,757,731
Net increase	73,965,531
Net assets available for benefits:	
Beginning of year	630,887,084
End of year	\$ 704,852,615

*See accompanying notes.*

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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2006

**1. Description of the Plan**

The following description of the UnumProvident 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 domestic employees of Unum Group and its subsidiaries (Unum or the Company). Participants who are regularly scheduled to work at least nineteen hours per week are eligible to participate in the Plan. 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 Unum. 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 a Benefit Finance Committee (the Committee), which is responsible for overseeing the administration and operation of the Company's qualified benefit plans. Members of the Committee are appointed by the Compensation Committee of the Company's Board of Directors. 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% to 25% of their annual compensation, including incentive payouts, on a pretax basis. UnumProvident matches 100% of participant contributions up to 3% of each participant's pay period compensation contributed, plus 50% of participant contributions on the next 2% of the participant's pay period compensation contributed, for a maximum match of 4% of annual compensation after one year of service, as defined. In addition, participants may receive a discretionary contribution at the election of the Board of Directors of Unum. There was no discretionary contribution made in 2006. Contributions are limited to the maximum amount allowable under the Code, \$15,000 in 2006 plus \$5,000 for participants age 50 or older who could elect a catch up contribution.



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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements (continued)

**1. Description of the Plan (continued)**

**Participant Accounts**

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions, Plan earnings 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 thereon are immediately 100% vested at the date of contribution.

**Participant Notes Receivable**

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of the lesser of \$50,000 or 50% 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 rate as published in *The Wall Street Journal* on the last business day of the month immediately preceding the month in which the loan is approved plus 1%. Principal and interest are paid ratably through bi-weekly payroll deductions.

**Payment of Benefits**

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

**Administrative Expenses**

Generally, costs of investment administration for the year ended December 31, 2006 were paid by the Plan. Other administrative expenses, including accounting and auditing fees, were paid by Unum.

**Plan Termination**

Although it has not expressed any intent to do so, 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% vested in their accounts.

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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements (continued)

**2. Summary of Accounting Policies**

**Basis of Accounting**

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles.

**New Accounting Pronouncement**

In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans* (the FSP). The FSP defines the circumstances in which an investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006 and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan has adopted the provisions of the FSP at December 31, 2006.

As required by the FSP, investments in the accompanying statements of net assets available for benefits include fully benefit responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans*, as amended, requires fully benefit responsive investment contracts to be reported at fair value in the Plan's statement of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value. The requirements of the FSP have been applied retroactively to the statement of net assets available for benefits as of December 31, 2005 presented for comparative purposes. Adoption of the FSP had no effect on the statement of changes in net assets available for benefits for any period presented.

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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements (continued)

**2. Summary of Accounting Policies (Continued)**

**Investment Valuation and Income Recognition**

The Plan's investments are stated at fair value, which equals the quoted market price in an active market on the last business day of the Plan year. The shares of registered investment companies and common stock are valued at quoted active market prices, which represent the net asset values of shares held by the Plan at year-end. The contract value of participation units owned in the collective trust fund is based on quoted redemption values, as determined by the Trustee, on the last business day of the Plan year. The fair value of participation units owned by the collective trust fund is determined using a discounted cash flow model which considers recent fee bids as determined by recognized dealers, discount rate and the duration of the underlying portfolio of securities. The participant notes receivable are valued at their outstanding balances, which approximate fair value.

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.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**3. Investments**

During the year ended December 31, 2006, the Plan's investments (including investments purchased, sold, and held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

Common stock	\$ (4,336,115)
Registered investment companies	19,035,989
	<b>\$ 14,699,874</b>

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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements (continued)

**3. Investments (Continued)**

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

	December 31	
	2006	2005
Fidelity Magellan Fund	\$ 50,175,173	\$ 51,348,371
Fidelity Contrafund	106,368,190	96,778,091
Spartan U.S. Equity Index Fund	73,543,364	66,190,330
Fidelity MIP II Class 2 Fund*	113,884,297	116,863,529
Unum Common Stock	42,588,568	49,217,032
PIMCO Total Return Fund Institutional Class	37,954,105	36,151,454
John Hancock Class Value I	47,321,924	39,842,439
Fidelity Puritan Fund	44,277,822	38,588,456
MFS International Equity Fund	46,613,439	29,113,757

\* Fidelity MIP II Class 2 Fund value is shown at fair value. The contract value is \$115,249,780 for December 31, 2006, and \$118,602,043 for December 31, 2005.

**4. Related-Party Transactions**

The Plan permits participants the option of allocating a portion of their contributions to be invested in Unum Stock, which consists principally of Unum common stock (2,049,498 shares with a market value of \$20.78 per share totaling \$42,588,568 owned as of December 31, 2006, and 2,163,386 shares with a market value of \$22.75 per share totaling \$49,217,032 owned as of December 31, 2005). Dividends related to the common stock holdings amounted to \$644,976 as of December 31, 2006, which included dividends of \$.075 per share, per quarter, on the Unum shares held by the Plan.

**5. 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 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.

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UnumProvident 401(k) Retirement Plan

Notes to Financial Statements (continued)

**6. Income Tax Status**

The Plan has received a determination letter from the Internal Revenue Service dated September 10, 2003, stating that the Plan is qualified under section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax-exempt.

**7. Litigation**

On April 29, 2003, the first of two identical putative class actions, Gee v. UnumProvident Corporation, et al. was filed in the Eastern District of Tennessee on behalf of the participants and beneficiaries of the Plan. The actions were later consolidated.

On January 9, 2004, plaintiffs filed a consolidated amended complaint against Unum, several officers and directors of the company, and several alleged Plan fiduciaries on behalf of a putative class of individuals that held Unum stock in their Plan accounts subsequent to November 17, 1999. Plaintiffs allege that the defendants violated ERISA by making misrepresentations and omissions regarding investment in Unum's stock and by acting imprudently in failing to take action to protect participants from losses sustained from investments in the Plan's Unum Stock Fund.

**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:

	<b>December 31 2006</b>
Net assets available for benefits per the financial statements	\$ 704,852,615
Adjustment to report collective trust fund at fair value	(1,365,483)
Net assets available for benefits per the Form 5500	\$ 703,487,132

The following is a reconciliation of additions per the financial statements to total income on the Form 5500:

	<b>Year Ended December 31 2006</b>
Total additions per the financial statements	\$ 122,723,262
Adjustment to report collective trust fund at fair value	(1,365,483)
Total income per the Form 5500	\$ 121,357,779

**9. Subsequent Events**

On March 1, 2007 Unum completed the sale of its wholly-owned subsidiary, GENEX Services, Inc. The balance for all Genex participants, \$42,328,037, was transferred out of the Unum 401(k) plan on March 1, 2007.

During the first quarter of 2007, Unum executed a settlement agreement resolving the plan beneficiary class action titled Gee v. UnumProvident Corporation et al. The settlement agreement is subject to review by an independent fiduciary, notice to the proposed settlement class, and Court approval following a fairness hearing.



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Supplemental Schedule

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UnumProvident 401(k) Retirement Plan

EIN: 62-1598430 Plan Number: 002  
 Schedule H, Line 4i Schedule of Assets

(Held at End of Year)

December 31, 2006

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower,	Description of	Current
Lessor or Similar Party		Investment	Value
* Fidelity Management Trust Company		Templeton Growth A Fund	\$ 18,790,813
* Fidelity Management Trust Company		Ariel Appreciation Fund	11,777,899
* Fidelity Management Trust Company		Fidelity Puritan Fund	44,277,822
* Fidelity Management Trust Company		Fidelity Magellan Fund	50,175,173
* Fidelity Management Trust Company		Fidelity Contrafund	106,368,190
* Fidelity Management Trust Company		Fidelity Disciplined Equity Fund	23,025,622
* Fidelity Management Trust Company		PIMCO Total Return Fund Institutional Class	37,954,105
* Fidelity Management Trust Company		Spartan U.S. Equity Index Fund	73,543,364
* Fidelity Management Trust Company		Trp Mid Cap Value Fund	10,047,679
* Fidelity Management Trust Company		American Funds Growth of America R5	32,482,045
* Fidelity Management Trust Company		Goldman Sachs Growth Opps Inst	1,855,462
* Fidelity Management Trust Company		ABF Small Cap Value Fund	11,743,468
* Fidelity Management Trust Company		John Hancock Class Value I	47,321,924
* Fidelity Management Trust Company		MFS International Equity	46,613,439
* Fidelity Management Trust Company		Fidelity Freedom Income	850,972
* Fidelity Management Trust Company		Fidelity Freedom 2000	106,377
* Fidelity Management Trust Company		Fidelity Freedom 2005	1,090,045
* Fidelity Management Trust Company		Fidelity Freedom 2010	3,142,927
* Fidelity Management Trust Company		Fidelity Freedom 2015	2,351,864
* Fidelity Management Trust Company		Fidelity Freedom 2020	3,026,427
* Fidelity Management Trust Company		Fidelity Freedom 2025	2,366,556
* Fidelity Management Trust Company		Fidelity Freedom 2030	2,157,079
* Fidelity Management Trust Company		Fidelity Freedom 2035	1,117,255
* Fidelity Management Trust Company		Fidelity Freedom 2040	1,596,341
* Fidelity Management Trust Company		Interest bearing cash	996,282
* Fidelity Management Trust Company		Fidelity MIP II Class 2 Fund	113,884,297
* Fidelity Management Trust Company		Brokeragelink (Self Managed Brokerage Account)	1,275,899
* Unum Stock		Common stock	42,588,568
* Participants loans		Interest rates range from 5.00% to 9.50% with maturity dates through December 31, 2011	10,959,238
			\$ 703,487,132

\* Indicates a party in interest to the Plan.

Note: Cost information has not been included because all investments are participant directed.





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**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.

**UNUMPROVIDENT 401(k) RETIREMENT PLAN**

Date: June 22, 2007

/s/ Peter S. Adams  
Peter S. Adams  
VP, CAO Field Sales  
Benefit Finance Committee Member

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
EXHIBITS  
TO  
FORM 11-K  
UNUMPROVIDENT 401(k) RETIREMENT PLAN**

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