

UNUMPROVIDENT CORP
 Form 5
 February 12, 2003
 SEC Form 5

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| <p>FORM 5</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>[] Form 3 Holdings Reported [] Form 4 Transactions Reported</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> | |
| <p>1. Name and Address of Reporting Person* Watjen, Thomas R.</p> <hr/> <p>(Last) (First) (Middle) 1 Fountain Square</p> <hr/> <p>(Street) Chattanooga, TN 37402</p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol UnumProvident Corporation UNM</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for (Month/Year) December 2002</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer _____ Other</p> <p>Officer/Other Description <u>Vice Chairman and Chief Operating Officer</u></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing <input type="checkbox"/> Joint/Group Filing</p> |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
|--|--------------------------------------|--------------------------------|--|--|---|---|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5) | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | | | Amount A/D Price | 333,812.00 (1) | D | |
| Common Stock (401(k)) | | | | 7,217.00 | I | By 401(k) |
| | | | | | | |

If the form is filed by more than one reporting person, see instruction 4(b)(v).

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Form 5 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | |
|--|---------------------------|---------------------|----------------|-------------------------|--|-----------------------------------|------------------------|------------------------------------|---------------|-----------------------------------|
| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable(DE) and Expiration | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative Securities | 10. Ownership | 11. Nature of Indirect Beneficial |
| | | | | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | Code | Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | Date(ED) (Month/Day/Year) | Securities (Instr. 3 and 4) | Security (Instr.5) | Beneficially Owned at End of Year (Instr.4) | Form of Derivative Security: Direct (D) or Indirect (I) | Ownership (Instr.4) |
|------------|------------------------------|------------------|------|--|------------------------------|-----------------------------|--------------------|---|---|---------------------|
| | | | | | _____ _____ (DE) (ED) | | | | | |

Explanation of Responses :

** Intentional misstatements or omissions of facts /s/ **Thomas R. Watjen** constitute Federal Criminal Violations. _____
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person

 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,
 See Instruction 6 for procedure.

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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Form 5 (continued)

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| <p>FOOTNOTE Descriptions for UnumProvident Corporation UNM</p> <p align="right">Form 5 - December 2002</p> <p>Thomas R. Watjen 1 Fountain Square Chattanooga, TN 37402</p> <hr/> <p>Explanation of responses:</p> <p>(1) Includes 100,000 shares of restricted stock and 6,085 shares in the Company's Employee Stock Purchase Plan.</p> |
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