

UNITED FIRE GROUP INC
 Form 5
 February 13, 2014

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 NOYCE JAMES

2. Issuer Name and Ticker or Trading Symbol
 UNITED FIRE GROUP INC
 [UFCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

118 SECOND AVENUE SE, P.O. BOX 73909

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CEDAR RAPIDS, IA 52407-3909

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | Â | Â | Â | Â Â Â | 3,002 ⁽¹⁾ | D | Â |
| Common Stock | Â | Â | Â | Â Â Â | 2,000 | I | By revocable trust for spouse |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 22.46 | Â | Â | Â | Â | Â | Â (2) | 05/19/2020 | Common Stock | 2,727 |
| Stock Option (Right to Buy) | \$ 20.4 | Â | Â | Â | Â | Â | Â (3) | 02/18/2021 | Common Stock | 2,727 |
| Stock Option (Right to Buy) | \$ 21.095 | Â | Â | Â | Â | Â | Â (4) | 05/16/2022 | Common Stock | 2,145 |
| Stock Option (Right to Buy) | \$ 28.925 | Â | Â | Â | Â | Â | Â (5) | 05/15/2023 | Common Stock | 1,755 |
| Phantom Stock | Â | Â | Â | Â | Â | Â | Â (6) | Â (6) | Common Stock | 1,178.309 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NOYCE JAMES 118 SECOND AVENUE SE P.O. BOX 73909 CEDAR RAPIDS, IA 52407-3909 | Â X | Â | Â | Â |

Signatures

/s/ James W. Noyce by Dianne M. Lyons,
Attorney-in-Fact

02/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
The number of securities beneficially held directly by the Reporting Person includes: 2,000 shares held in a trust account for Mr. Noyce's benefit; 582 shares held by Mr. Noyce directly; and 420 shares of restricted stock which vest, subject to certain conditions, on May 15, 2014.
 - (1) 1,635 options currently exercisable; 1,092 options become exercisable in two (2) equal installments of 546 options each on 05/19/2014 and 05/19/205, respectively.
 - (2) 1,092 options currently exercisable; 1,635 options become exercisable in three (3) equal installments of 545 options each on 02/18/2014, 02/18/2015 and 02/18/2016, respectively
 - (3) 429 options currently exercisable; 1,716 options become exercisable in four (4) equal installments of 429 options each on 05/16/2014, 05/16/2015, 05/16/2016 and 05/16/2017, respectively.
 - (4) 1,755 options become exercisable in five (5) equal installments of 351 options each on 05/15/2014, 05/15/2015, 05/15/2016, 05/15/2017 and 05/15/2018, respectively.

Each share of phantom stock is the economic equivalent of one share of common stock. The shares of phantom stock become payable, in

 - (5) cash, in one lump sum or prorated over five year, at the election of the Reporting Person, upon the Reporting Person's termination of service as a director.

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