

UNILEVER N V
Form 11-K
June 28, 2012
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 11-K

**ANNUAL REPORT
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, 2011

OR

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

For the transition period from _____ to _____

Commission File Number 333-10184

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

UNICare SAVINGS PLAN

UNILEVER UNITED STATES, INC.

**800 SYLVAN AVENUE
ENGLEWOOD CLIFFS, NEW JERSEY 07632**

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

UNILEVER N.V.

WEENA 455

3013 AL, ROTTERDAM

THE NETHERLANDS

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UNICare Savings Plan

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

UNICare Savings Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of UNICare Savings Plan (the Plan) at December 31, 2011 and December 31, 2010, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. 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 of these statements 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. An audit 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.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic 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. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

New York, New York

June 25, 2012

Table of Contents**UNICare Savings Plan****Statements of Net Assets Available for Benefits****As of December 31, 2011 and 2010**

	2011	2010
Assets		
Investment in the Unilever United States, Inc. Master Trust, at fair value (Note 4)	\$ 1,555,777,057	\$ 1,508,679,159
Receivables		
Employer contributions	957,611	897,772
Participant contributions	1,282,811	1,309,456
Notes receivable from participants	29,405,446	25,563,062
Due from broker for security sold	39,734,400	
Transfer receivable from Alberto Culver Plan (Note 1)	73,709,268	
Total receivables	145,089,536	27,770,290
Total assets	1,700,866,593	1,536,449,449
Liabilities		
Due to broker for security purchased	39,734,400	
Net assets, at fair value	1,661,132,193	1,536,449,449
Adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts	(34,511,741)	(28,635,618)
Net assets available for benefits	\$ 1,626,620,452	\$ 1,507,813,831

The accompanying notes are an integral part of these financial statements.

Table of Contents**UNICare Savings Plan****Statements of Changes in Net Assets Available for Benefits****For the Years Ended December 31, 2011 and 2010**

	2011	2010
Additions:		
Additions to net assets attributed to:		
Net investment income from Plan interest in Unilever United States, Inc. Master Trust (Note 4)	\$ 18,635,148	\$ 132,912,678
Interest from notes receivable from participants	1,218,426	1,327,787
Contributions and other additions:		
Contributions from participants	48,535,800	48,562,078
Contributions from employer	30,720,193	30,088,615
Rollover contributions	16,351,189	9,552,592
Total additions	115,460,756	222,443,750
Deductions:		
Deductions to net assets attributed to:		
Benefits paid to participants	116,429,629	138,136,031
Administrative expenses	879,163	956,124
Total deductions	117,308,792	139,092,155
Net (decrease) increase before transfers	(1,848,036)	83,351,595
Transfer from Alberto Culver Plan (Note 1)	121,039,522	
Transfer to Puerto Rico Plan	(384,865)	(5,275,834)
Net increase	118,806,621	78,075,761
Net assets available for benefits:		
Beginning of year	1,507,813,831	1,429,738,070
End of year	\$ 1,626,620,452	\$ 1,507,813,831

The accompanying notes are an integral part of these financial statements.

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UNICare Savings Plan

Notes to Financial Statements

December 31, 2011

1. Description of the Plan

The UNICare Savings Plan (the Plan) is a defined contribution plan that is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is sponsored by Unilever United States, Inc. (the Company or Unilever US). Assets of the Plan, along with the assets of the Savings Plan for Union Employees of Unilever (the Union Plan), an affiliated plan sponsored by Conopco, Inc., a subsidiary of the Company, are maintained in the Unilever United States, Inc. Master Trust (the Master Trust). The following brief description of the Plan is provided for general information purposes only. Participants should refer to the summary plan description for more complete information.

Eligibility

All employees of the Company and its subsidiaries, divisions and branches scheduled to work twenty or more hours a week are eligible to participate in the Plan, except for:

- employees covered by collective bargaining agreements;
- full-time temporary status employees;
- directors active only in that capacity;
- nonresident aliens;
- weekly paid employees of Bestfoods Caribbean; and

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- employees of Chesebrough-Pond's Manufacturing Company in Las Piedras, Puerto Rico.

Subject to the exceptions above, employees who are not regularly scheduled to work twenty or more hours a week can participate in the Plan after completing one year of service.

Contributions

Plan participants are permitted to make voluntary contributions to the Plan through payroll deductions. Before-tax contributions, representing 401(k) contributions, are deposited in a before-tax account and after-tax contributions, where applicable, are deposited in an after-tax account. Before-tax contributions for each participant were limited to \$16,500 for both 2011 and 2010. Participants who will be age 50 or older by the end of the Plan year are eligible to make before-tax catch-up contributions limited to \$5,500 for both 2011 and 2010.

The maximum permitted contributions are 1% to 50% of eligible compensation through payroll deductions on a before-tax basis, an after-tax basis or a combination of both, provided that the maximum participant contributions to the before-tax and after-tax accounts do not exceed 50% of eligible compensation.

The Company has a matching program in which it contributes to the participant's account. These contributions are recorded in a company matching account. Company matching contributions vary at the discretion of the Company and are as follows:

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A) Employees who are covered under the cash balance formula of the UNICare Retirement Plan or not covered at all under the UNICare Retirement Plan: 100% of the first 5% of eligible earnings; and

B) Employees who are covered under the final average pay formula of the UNICare Retirement Plan: 100% of the first 3% of eligible earnings and 50% of the next 2% of eligible earnings.

Employees hired after January 1, 2007, are eligible for employer non-elective contributions at a rate of 4% of eligible earnings following one year of service.

During 2011, the Plan was amended for the following events:

a) Effective July 1, 2017, matching contributions will be provided at the rate of 100% of the sum of elective deferrals and after-tax contributions, up to 5% of compensation.

b) Effective July 1, 2017, non-elective contributions will be provided at the rate of 4% of compensation for (1) Grandfathered Bestfoods participants (other than disabled Grandfathered Bestfoods participants) and (2) participants (other than disabled participants) whose accrued benefit under the UNICare Retirement Plan was being calculated as of June 30, 2017 under the final average compensation benefit formula.

c) With respect to participants (other than Grandfathered Bestfoods participants) whose accrued benefit under the UNICare Retirement Plan was being calculated as of June 30, 2012 under the cash balance formula:

1. Effective for the period beginning July 1, 2012 and ending June 30, 2017, non-elective contributions will be provided pursuant to the following employer credit chart provided under the UNICare Retirement Plan:

Age plus Years of Combined Service
(as of the end of the current calendar year)

Percentage of
Compensation

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Up to 40	4%
40-54	5%
55-69	6%
70-84	8%
85 and above	10%

d) Effective July 1, 2017, non-elective contributions (other than with respect to disabled participants) will be provided at the rate of 4% of compensation.

Plan Transfers

At December 31, 2011, \$121,039,522 was transferred from the Alberto Culver 401(k) and Profit Sharing Plan (Alberto Culver Plan) to the Plan, due to a merger of Unilever US and the Alberto Culver Company. Such amount included \$2,474,042 of notes receivable from participants. At December 31, 2011, \$73,709,268 of the total amount transferred from the Alberto Culver Plan consisted of receivables from investments sold, employer contributions, and accrued dividends, and was classified as a transfer receivable. The Alberto Culver Plan was a qualified, standardized 401(k) and profit sharing plan of a subsidiary of Unilever US. At December 31, 2011, \$39,734,400 was included in the due from broker for security sold and the due to broker for security purchased,

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as a security that was not eligible to be held by the Plan was sold as of year end and an eligible security was purchased.

Assets aggregating \$384,865 and \$5,275,834 attributable to the account balances of certain employees were transferred from the Plan to the Unilever Savings Plan for Puerto Rico Employees during 2011 and 2010, respectively.

Participant Accounts

Each participant's account is credited with: (a) the participant's contribution; (b) the Company's contributions; and (c) an allocation of Plan earnings (losses) and administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Vesting

Participants are fully vested in all of their before-tax and after-tax contributions as well as the earnings thereon. Company matching contributions are vested 100% immediately. Vesting provisions relating to Company non-elective contributions are 100% after 3 years of service or attainment of age 65, death or disability.

The balance of forfeitures was \$154,800 and \$419,849 as of December 31, 2011 and 2010, respectively. Included in the 2011 forfeitures are forfeitures transferred from the Alberto Culver Plan totaling \$115,238. Amounts forfeited by non-vested participants who terminated employment during the years ended December 31, 2011 and 2010 were \$242,027 and \$242,071, respectively. Forfeitures reduced Company matching contributions and Company non-elective contributions in the amount of \$631,364 and \$0 for the years ended December 31, 2011 and 2010, respectively.

Payment of Benefits

During employment, participants may withdraw all or a portion of their after-tax contributions, where applicable, and earnings thereon. Participants may apply for financial hardship withdrawals of up to the eligible portion of their vested before-tax account based on plan provisions, prior to attaining age 59.5, provided the withdrawal does not exceed the amount of the hardship. Upon attainment of age 59.5,

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participants may withdraw all or part of their after-tax account, before -tax account, company matching account, and vested non-elective contribution account.

Upon termination of employment, participants are entitled to all of their vested balances. Terminated employees whose vested balances exceed \$1,000 may leave their account balances in the Plan until they attain the age 65. Terminated employees whose vested balances are \$1,000 or less are subject to an involuntary cash out.

Retired employees may elect to leave their account balances in the Plan until they attain age 70.5, at which time Internal Revenue Service regulations require minimum distributions to be made. Failure to make a voluntary election to defer payment will result in a total distribution of vested Plan balances at age 65.

Under the provisions of the UNICare Retirement Plan, participants who retire may roll over their lump sum distribution to the Plan.

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Investments

Participants have the option to invest in, and direct the Company matching contributions towards, a wide variety of funds in the Master Trust including stable value, fixed income, balanced, equity and the Unilever N.V. Stock Fund. The funds offered by the Plan are as follows:

- The INVESCO (also known as PRIMCO) Interest Income Fund

This fund is primarily invested in a diversified portfolio of investment contracts issued by high quality financial institutions such as insurance companies and banks. Each contract has its own specific terms, including interest rate and maturity date. The crediting interest rates at December 31, 2011 and 2010 for the contracts range from .19% to 4.09% and .21% to 5.57%, respectively. The weighted average crediting interest rates at December 31, 2011 and 2010 for the contracts are 3.56% and 4.17%, respectively.

- PIMCO Total Return Fund Institutional Class
- Unilever N.V. Stock Fund
- Fidelity Contrafund
- American Funds Washington Mutual Investors Fund (R5)
- Northern Trust Total US Equity Index Fund
- Northern Trust International Equity Index Fund

- Wells Fargo Stable Return Fund C

This fund is 100% invested in the Wells Fargo Stable Return Fund G, and is restricted from sale through June 15, 2012. This fund is scheduled to be liquidated at the end of June 2012 with the proceeds to be transferred into the INVESCO Interest Income Fund.

- The following Vanguard Target Retirement Trusts were available beginning May 2011: Vanguard Target Retirement Trust I, Vanguard Target Retirement 2005 Trust I, Vanguard Target Retirement 2010 Trust I, Vanguard Target Retirement 2015 Trust I, Vanguard Target Retirement 2020 Trust I, Vanguard Target Retirement 2025 Trust I, Vanguard Target Retirement 2030 Trust I, Vanguard Target Retirement 2035 Trust I, Vanguard Target Retirement 2040 Trust I, Vanguard Target Retirement 2045 Trust I, Vanguard Target Retirement 2050 Trust I, and Vanguard Target Retirement 2055 Trust I.

- The following Vanguard Target Retirement Trusts were available during 2010 through May 2011: Vanguard Target Retirement Income Trust II, Vanguard Target Retirement 2005 Trust II, Vanguard Target Retirement 2010 Trust II, Vanguard Target Retirement 2015 Trust II, Vanguard Target Retirement 2020 Trust II, Vanguard Target Retirement 2025 Trust II, Vanguard Target Retirement 2030 Trust II, Vanguard Target Retirement 2035 Trust II, Vanguard Target Retirement 2040 Trust II, Vanguard Target Retirement 2045 Trust II, Vanguard Target Retirement 2050 Trust II, and Vanguard Target Retirement 2055 Trust II.

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- Self directed brokerage accounts, whereby the participant is able to select from approximately 4,600 mutual funds. As of December 31, 2011 and 2010, \$61,490,208 and \$65,794,037, respectively, was invested through the brokerage accounts at the Master Trust level. The brokerage account consisted of \$53,552,941 and \$7,937,267 in mutual funds and short-term investments as of December 31, 2011, respectively. The brokerage account consisted of \$58,681,935 and \$7,112,102 in mutual funds and short-term investments as of December 31, 2010, respectively. As of December 31, 2011 and 2010, \$57,317,783 and \$61,242,762, respectively, of the Master Trust brokerage account is held by the Plan.

Notes Receivable from Participants

At the request of the Plan participants, notes receivable from participants are permitted up to the lesser of \$50,000 reduced by the largest outstanding loan balance in the previous 12 months or one-half of the participants' vested interest in accounts less any outstanding loans. Loans bear interest at a fixed rate based on the Reuters published prime rate plus one percent. Loans relating to the acquisition or construction of a participant's principal residence are to be repaid within fifteen years. All other loans are required to be repaid within five years.

Interest rates ranging from 4.00% to 10.50% and 4.25% to 10.50% were charged on the loans for the years ended December 31, 2011 and 2010, respectively.

Administration

The Plan provides that the Benefits Administration Committee is responsible for the general administration of the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP).

Valuation of Plan Investments and Income Recognition

The assets of the Plan have been commingled in the Master Trust with the assets of the Union Plan for investment and administrative purposes. The investment in the Master Trust represents the Plan's interest in the net assets of the Master Trust. The Plan's investment is stated at fair value and is based on the beginning of the year value of the Plan's interest in the Master Trust plus contributions and allocated investment income (loss) less distributions and allocated expenses.

The Plan presents in the Statements of Changes in Net Assets Available for Benefits the investment income (loss) for the Plan's interest in the Master Trust, which consists of its allocated share of investment income, realized gains and losses, and the change in unrealized appreciation and depreciation from the Master Trust.

The Plan's interest in the Master Trust is the sole investment representing more than 5 percent of the Plan's net assets available for benefits as of December 31, 2011 and 2010.

Investment Contracts (Also see Note 4)

The Plan accounts for synthetic guaranteed investment contracts and stable return funds at contract value. 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

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UNICare Savings Plan

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December 31, 2011

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 Statements of Net Assets Available for Benefits present the fair value of the investment contracts and stable return fund as well as the adjustment of the fully benefit-responsive investment contracts and stable return fund from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits are prepared on a contract value basis.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

Benefit Payments

Benefit payments are recorded when paid and include deemed distributions of \$159,168 and \$128,514 for the years ended December 31, 2011 and 2010, respectively.

Administrative Expenses

Investment management, recordkeeping and certain professional fees are paid by the Plan. All other administrative expenses are paid by the Company.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. These significant estimates include fair market values of investments. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, commingled funds, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the December 31, 2011 and 2010 Statements of Net Assets Available for Benefits.

The Master Trust is exposed to credit loss in the event of non-performance by the companies with whom guaranteed investment contracts are placed. However, the Plan does not anticipate non-performance by these companies and believes that the risk to the Master Trust portfolio from credit loss is not material due to the diversified nature of the assets held.

Effects of New Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (IFRS), which amends FASB Topic 820 (ASC 820), Fair Value Measurement. These amendments, effective for the interim and annual periods beginning on or after December 15, 2011 (early adoption is prohibited), result in a common definition of fair value and common requirements for measurement of and disclosure requirements between U.S. GAAP and IFRS. Consequently, the amendments change some fair value measurement principles and disclosure

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requirements. The Plan does not expect its adoption to have a material effect on the financial statements.

3. Tax Status of the Plan

The Plan received an updated favorable tax determination letter dated May 5, 2011 in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (the Code). Although the Plan was subsequently amended, the plan administrators, based in part on the advice of the Plan s legal counsel, believe that the Plan currently is designed and operated in compliance with the applicable provisions of the Code. Therefore, no provision for income taxes has been included in the Plan s financial statements. The IRS reserves the right to perform a review of the Plan s tax status.

GAAP requires plan administrators to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or the Department of Labor. The Plan administrators have analyzed the tax positions taken by the Plan, and have concluded that as of December 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to tax examinations for years prior to 2008.

4. Investments Held by the Master Trust

At December 31, 2011 and 2010, the Master Trust comprises the investment assets of the Plan and Union Plan, affiliated plans of Unilever US. The Plan has a 93.2% and a 93.0% interest in the investments of the Master Trust as of December 31, 2011 and 2010, respectively. The Union Plan comprises approximately 6.8% and 7.0%, respectively, of the investments held by the Master Trust as of December 31, 2011 and 2010. Certain investment assets of the Master Trust, related earnings (losses) and expenses are allocated to the plans participating in the Master Trust based upon the total of each individual participant s share of the Master Trust.

The Plan s approximate share of various investments held by the Master Trust at December 31, 2011 and 2010 were as follows:

	2011	2010
Short-term investment funds	91.7%	92.7%
Mutual funds	95.7%	95.4%

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Commingled funds	94.3%	94.4%
Unilever N.V. stock fund	92.9%	92.7%
Synthetic guaranteed investment contracts	90.3%	89.8%
Stable return fund	95.6%	**

** Stable return fund was not held during 2010

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As of December 31, 2011 and 2010, the investment categories of the Master Trust were as follows:

Investments, at fair value	2011	2010
Short-term investment funds	\$ 19,343,987	\$ 16,230,149
Mutual funds	233,231,155	226,771,673
Commingled funds	742,575,562	767,068,293
Unilever N.V. stock fund	63,815,754	58,823,549
Synthetic guaranteed investment contracts	569,191,821	554,632,386
Stable return fund	42,632,168	
Master Trust investments, at fair value	1,670,790,447	1,623,526,050
Adjustment to contract value	(38,041,925)	(31,874,217)
Net amount	\$ 1,632,748,522	\$ 1,591,651,833

The following investments represent 5 percent or more of the Master Trust's net assets as of December 31, 2011 and 2010:

	2011	2010
<u>Mutual funds</u>		
PIMCO Total Return	\$ 88,761,668	\$ 81,147,129*
<u>Commingled funds</u>		
Vanguard Target Retirement 2020 Trust I	122,041,199	**
Vanguard Target Retirement 2020 Trust II	**	126,180,171
Vanguard Target Retirement 2025 Trust I	133,092,971	**
Vanguard Target Retirement 2025 Trust II	**	137,483,777
Vanguard Target Retirement 2030 Trust I	121,659,307	**
Vanguard Target Retirement 2030 Trust II	**	125,729,713
<u>Synthetic guaranteed investment contracts</u>		
JP Morgan Chase Contract # 441619-IAAA	101,695,235	97,169,562
State Street Bank and Trust Company Contract #103108	96,419,243	93,353,929

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NATIXIS Financial Contract #1419-01	120,562,594	118,903,126
Pacific Life Insurance Contract #G27253.01.0001	91,218,735	90,050,487

* Less than 5%

** Fund was not offered at year end

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As of December 31, 2011, the fully benefit-responsive contracts of the Master Trust were as follows:

	Investments, at fair value	Adjustment to contract value
<u>Synthetic guaranteed investment contracts</u>		
JP Morgan Chase (IGT PIMCO AAA or Better Intermediate Fund)	\$ 101,695,235	\$ (10,893,539)
State Street Bank (IGT WAM AAA or Better Intermediate Fund)	96,419,243	(7,784,789)
Bank of America (IGT PIMCO AAA or Better Intermediate Fund) (IGT Invesco Short-term Bond Fund)	51,722,522	(3,479,678)
Bank of America (IGT WAM AAA or Better Intermediate Fund) (IGT Invesco Short-term Bond Fund)	51,645,015	(3,400,242)
NATIXIS Capital Markets (IGT Invesco Short-term Bond Fund)	120,562,594	(5,239,953)
ING Life & Annuity (IGT Invesco Short-term Bond Fund)	55,928,477	(2,311,388)
Pacific Life Insurance (IGT Invesco Short-term Bond Fund)	91,218,735	(3,867,831)
	569,191,821	(36,977,420)
<u>Stable return fund</u>		
Wells Fargo Stable Return Fund C	42,632,168	(1,064,505)
	\$ 611,823,989	\$ (38,041,925)

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As of December 31, 2010, the fully benefit-responsive contracts of the Master Trust were as follows:

	Investments, at fair value	Adjustment to contract value
<u>Synthetic guaranteed investment contracts</u>		
JP Morgan Chase (IGT PIMCO AAA or Better Intermediate Fund)	\$ 97,169,562	\$ (8,693,015)
State Street Bank (IGT WAM AAA or Better Intermediate Fund)	93,353,929	(6,570,883)
Bank of America (IGT PIMCO AAA or Better Intermediate Fund)	50,146,280	(2,638,630)
Bank of America (IGT WAM AAA or Better Intermediate Fund)	49,895,506	(2,417,369)
NATIXIS Capital Markets (IGT Short-term Bond Fund)	118,903,126	(5,300,167)
ING Life & Annuity (IGT Short-term Bond Fund)	55,113,496	(2,286,539)
Pacific Life Insurance (IGT Short-term Bond Fund)	90,050,487	(3,967,614)
	\$ 554,632,386	\$ (31,874,217)

The investment income (loss), net of investment expenses, of the Master Trust net assets for the years ended December 31, 2011 and 2010 were as follows:

	2011	2010
Net (depreciation) appreciation in fair value of net investments:		
Mutual funds	\$ (5,334,752)	\$ 18,195,513
Unilever N.V. stock fund	5,551,987	(1,791,965)
Commingled funds	(6,712,242)	92,617,657
Net (depreciation) appreciation	(6,495,007)	109,021,205
Interest	19,746,019	21,975,092
Dividends	7,715,662	10,519,582
Total net investment income	\$ 20,966,674	\$ 141,515,879

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UNICare Savings Plan

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Investment valuation and income recognition of Master Trust

Master Trust investments are stated at fair value. Investments in mutual funds are valued at the published net asset value of shares held at year end. Investments in commingled funds are stated at fair value based on unit values provided by the administrator, which are based on market values of underlying investments. Unilever N.V. common stock is valued at the last closing price at end of the year. Short-term investments are valued at amortized cost, which is cost plus accrued interest, which approximates fair value. Investment contracts are stated at fair value based on the sum of the fair value of the underlying investments and the fair value of the wrapper.

Purchases and sales of securities are recorded as of the trade date. Dividend income is recorded on the ex-dividend date and interest is recorded on the accrual basis.

Investment income (loss) for the Master Trust includes net appreciation (depreciation) of investments, as well as, interest and dividends from investments. The net appreciation (depreciation) of investments held in the Master Trust consists of the realized gains (losses) and the unrealized appreciation (depreciation) on these investments.

Investment Contracts

The Master Trust entered into benefit-responsive investment contracts, such as synthetic guaranteed investment contracts (GICs) and a stable return fund, with various third party financial institutions. These benefit-responsive investment contracts are held through the INVESCO Interest Income Fund (the Fund) and the Wells Fargo Stable Return Fund C (the stable return fund). Contract values represent contributions made to the investment contract plus earnings, less participant withdrawals and administrative expenses.

A synthetic GIC provides for a fixed return on principal over a specified period of time through fully benefit-responsive wrapper contracts issued by third party financial institutions which are backed by underlying assets owned by the Master Trust. The wrapper contract amortizes the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments through adjustments to the future interest crediting rate (which is the rate earned by participants in the Fund for the underlying investments). The issuer of the wrapper contract provides assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero. An interest crediting rate less than zero would result in a loss of principal or accrued interest.

Calculating the Interest Crediting Rate in Wrapper Contracts

The key factors that influence future interest crediting rates for a wrapper contract include:

- The level of market interest rates
- The amount and timing of participant contributions, transfers, and withdrawals into/out of the wrapper contract
- The investment returns generated by the fixed income investments that back the wrapper contract
- The duration of the underlying investments backing the wrapper contract

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Notes to Financial Statements

December 31, 2011

Wrapper contracts' interest crediting rates are typically reset on a monthly or quarterly basis. While there may be slight variations from one contract to another, most wrapper contracts use a formula that is based on the characteristics of the underlying fixed income portfolio. Over time, the crediting rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the underlying investments. Because changes in the market interest rates affect the yield to maturity and the market value of the underlying investments, they can have a material impact on the wrapper contract's interest crediting rate. In addition, participant withdrawals and transfers from the Fund are paid at contract value but funded through the market value liquidation of the underlying investments, which also impacts the interest crediting rate. The resulting gains and losses in the market value of the underlying investments relative to the contract value are presented on the Plan's Statements of Net Assets Available for Benefits as the Adjustment from fair value to contract value. If the Adjustment from fair value to contract value is positive for a given contract, this indicates that the contract value is greater than the market value of the underlying investments. The embedded market value losses will be amortized in the future through a lower interest crediting rate than would otherwise be the case. If the adjustment from fair value to contract value is negative, this indicates that the contract value is less than the market value of the underlying investments. The amortization of the embedded market value gains will cause the future interest crediting rate to be higher than it otherwise would have been.

All wrapper contracts provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fall to zero and the requirements of the wrapper contract are satisfied, the wrapper issuers will pay to the Plan the shortfall needed to maintain the interest crediting rate at zero. This helps to ensure that participants' principal and accrued interest will be protected.

Events That Limit the Ability of the Plan to Transact at Contract Value

In certain circumstances, the amount withdrawn from the wrapper contract would be payable at fair value rather than at contract value. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the employer elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. The events described above that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

Issuer-Initiated Contract Termination

Examples of events that would permit a wrapper contract issuer to terminate a wrapper contract upon short notice include the Plan's loss of its qualified status, un-cured material breaches of responsibilities, or material and adverse changes to the provisions of the Plan. If one of these events was to occur, the wrapper contract issuer could terminate the wrapper contract at the market value of the underlying investments.

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For the Master Trust, the contract values of the synthetic GICs were approximately \$532 million and \$523 million at December 31, 2011 and 2010, respectively. As of December 31, 2011 and 2010, the fair value of the synthetic GICs, based upon the fair value of underlying assets and wrapper contracts, was greater than the contract value by \$37.0 million and \$31.9 million, respectively.

Table of Contents**UNICare Savings Plan****Notes to Financial Statements****December 31, 2011**

For the Master Trust, the contract value of the stable return fund was approximately \$41.6 million and \$0 at December 31, 2011 and 2010, respectively. As of December 31, 2011 and 2010, the fair value of the stable return fund, based upon the fair value of underlying assets, was greater than the contract value by \$1.0 million and \$0, respectively.

As of December 31, 2011 and 2010, the average yields for synthetic GICs and the stable return fund were as follows:

Average yields for synthetic GICs	2011	2010
Based on actual earnings	1.19%	2.04%
Based on interest rate credited to participants	3.34%	3.94%
Average yields for stable return fund	2011	2010
Based on actual earnings	1.56%	**
Based on interest rate credited to participants	2.33%	**

** Stable return fund was not held during 2010

Fair Value Measurements

ASC 820 provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this standard are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

- Level 2 - Inputs to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the Level 2 input must be

observable for substantially the full term of the asset or liability.

- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

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December 31, 2011

Mutual Funds

A mutual fund's Net Asset Value (NAV) is based on the value of underlying assets owned by the Fund minus its liabilities and then divided by the number of shares outstanding calculated as of the close of business of the New York Stock Exchange. The fund's assets normally are valued as of this time for the purpose of computing the fund's NAV. Since the NAV is a quoted price in a market that is active, they are classified within Level 1 of the valuation hierarchy.

Synthetic Guaranteed Investment Contracts

The fair value of the synthetic guaranteed investment contracts is based on the underlying investments. The underlying investments are common/collective trust funds, which are public investment vehicles, valued at the NAV as described above. Because the NAV is a quoted price in a market that is not active, they are classified within Level 2 of the valuation hierarchy. The value of the wrapper contracts is determined using observable inputs including rebid rates from the wrapper provider. The fair value of the wrapper contracts at December 31, 2011 and 2010 of \$774,800 and \$410,854, respectively, is included in the synthetic guaranteed investment contracts amount of the Master Trust shown below.

Stable Return Fund

The stable return fund is a investment vehicle valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is a quoted price in a market that is not active and classified within Level 2 of the valuation hierarchy. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The values of the underlying assets owned by the fund are valued at quoted market prices in an active market. The stable return fund provides for daily redemptions by the Plan at reported net asset values per share with no advance notice requirement.

Commingled Funds

These investments are investment vehicles valued using the Net Asset Value (NAV) provided by the administrator of the fund. The NAV is a quoted price in a market that is not active and classified within Level 2 of the valuation hierarchy. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The values of the underlying assets owned by the fund are valued at quoted market prices in an active market. Each common/collective trust fund provides for daily redemptions by the Plan at reported net asset values per share with no advance notice requirement.

Unilever N.V. Stock Fund

Unilever N.V. stock fund invests in shares of Unilever N.V. stock which is valued at the closing price reported on the New York Stock Exchange Composite Transaction Tape and is classified within Level 1 of the valuation hierarchy.

Short-term Investment Funds

The Short-term Investment funds are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan at year end and are classified within Level 1 of the valuation hierarchy.

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Notes to Financial Statements

December 31, 2011

In accordance with the guidance relating to fair value measurements, the following table represents the Master Trust's fair value hierarchy for its financial assets measured at fair value on a recurring basis as of December 31, 2011 and 2010:

2011

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual funds:				
<i>Bond funds</i>	\$ 88,761,668	\$	\$	\$ 88,761,668
<i>Large cap funds</i>	90,916,546			90,916,546
<i>Brokerage Link:</i>				
<i>Fixed income</i>	6,059,750			6,059,750
<i>International equities</i>	26,286,439			26,286,439
<i>US equities</i>	16,510,274			16,510,274
<i>Other</i>	4,696,478			4,696,478
Total mutual funds	233,231,155			233,231,155
Synthetic guaranteed investment contracts		569,191,821		569,191,821
Stable return fund		42,632,168		42,632,168
Commingled funds:				
<i>Index funds</i>		68,386,600		68,386,600
<i>Target retirement funds</i>		674,188,962		674,188,962
Total commingled funds		742,575,562		742,575,562
Unilever N.V. stock fund	63,815,754			63,815,754
Short-term investment funds	19,343,987			19,343,987
Investments at fair value	\$ 316,390,896	\$ 1,354,399,551	\$	\$ 1,670,790,447

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UNICare Savings Plan

Notes to Financial Statements

December 31, 2011

2010

	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Mutual funds:				
<i>Bond funds</i>	\$ 81,147,129	\$	\$	\$ 81,147,129
<i>Large cap funds</i>	86,942,609			86,942,609
<i>Brokerage Link:*</i>				
<i>Fixed income</i>	5,055,914			5,055,914
<i>International equities</i>	31,424,853			31,424,853
<i>US equities</i>	16,812,556			16,812,556
<i>Other</i>	5,388,612			5,388,612
Total mutual funds	226,771,673			226,771,673
Synthetic guaranteed investment contracts		554,632,386		554,632,386
Commingled funds:				
<i>Index funds</i>		74,390,501		74,390,501
<i>Target retirement funds</i>		692,677,792		692,677,792
Total commingled funds		767,068,293		767,068,293
Unilever N.V. stock fund	58,823,549			58,823,549
Short-term investment funds	16,230,149			16,230,149
Investments at fair value	\$ 301,825,371	\$ 1,321,700,679	\$	\$ 1,623,526,050

* The 2010 Brokerage Link amounts have been reclassified to conform to the 2011 presentation.

5. Transactions with Related Parties and Parties-in-Interest

The Unilever N.V. Stock Fund invests in shares of Unilever N.V. stock. This fund is designed as a means for employees to participate in the potential long-term growth of Unilever N.V. The Master Trust held approximately 1,856,000 and 1,873,000 shares at December 31, 2011 and 2010, respectively, of common stock in Unilever N.V. The Master Trust also earned dividend income from the common stock of approximately

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\$2.3 million and \$2.2 million for the years ended December 31, 2011 and 2010, respectively. The Master Trust had sales and purchases of Unilever N.V. Stock of approximately \$20.1 million and \$18.9 million in 2011 and \$19.8 million and \$16.1 million in 2010, respectively. The fair value of the Unilever N.V. Stock Fund held by the Plan at December 31, 2011 and 2010 approximates \$59.3 million and \$54.5 million, respectively.

Certain Master Trust investments consist of units in investment funds managed by Fidelity. Fidelity owns these investment funds, and is a party-in-interest as defined by ERISA. In the opinion of the Plan administrator, fees paid during the year for services rendered by parties-in-

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UNICare Savings Plan

Notes to Financial Statements

December 31, 2011

interest were based on customary and reasonable rates for such services. The administration fees paid by the Plan during 2011 and 2010 disclosed on the Statements of Changes in Net Assets Available for Benefits were paid to Fidelity.

6. 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 terminate the Plan, subject to the provisions of ERISA. In the event of the Plan termination, the participant's rights to their accrued benefits are non-forfeitable. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as disclosed in the Statements of Net Assets Available for Benefits at December 31, 2011 and 2010 to amounts presented in Form 5500:

	2011	2010
Net assets available for benefits as disclosed in the financial statements	\$ 1,626,620,452	\$ 1,507,813,831
Adjustment from contract value to fair value for interest in the Master Trust relating to fully benefit-responsive investment contracts	34,511,741	28,635,618
Net assets available for benefits as presented in Form 5500	\$ 1,661,132,193	\$ 1,536,449,449

The following is a reconciliation of investment income as disclosed in the Statement of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010 to the amounts presented in Form 5500:

	2011	2010
Net investment income from Plan interest in Unilever United States Inc. Master Trust as presented in the financial statements	\$ 18,635,148	\$ 132,912,678
Adjustment from contract value to fair value	5,876,123	5,764,732

Investment income as presented in Form 5500	\$	24,511,271	\$	138,677,410
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8. Subsequent Events

The Plan has evaluated subsequent events through the date that the financial statements were available to be issued. Based on this evaluation, the Plan's administrator has determined the following event required disclosure.

Amounts recorded as a transfer receivable from Alberto Culver Plan approximating \$73.7 million at December 31, 2011 were received by the Plan in January 2012.

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UNICare Savings Plan

Schedule H - Line 4i Schedule of Assets (Held at End of Year)

December 31, 2011

(a)	(b) Identify of Issue, Borrower Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
*	Investment in Master Trust, at fair value		\$	1,555,777,057
*	Notes Receivable from Participants	Interest rates ranging from 4.00% to 10.50% and with maturities through 2035	\$	29,405,446

* Denotes a party-in-interest to the Plan

** Not applicable

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SIGNATURE

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.

UNICare SAVINGS PLAN

By: /s/ Pascale Thomas
PASCALE THOMAS
DIRECTOR OF BENEFITS

Date: June 25, 2012

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EXHIBIT INDEX

Exhibit Number	Exhibit
23.1	Consent of Independent Registered Public Accounting Firm