

AMERUS GROUP CO/IA
Form 4
November 15, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GODLASKY THOMAS C

(Last) (First) (Middle)
699 WALNUT STREET, SUITE 2000
(Street)

DES MOINES, IA 50309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERUS GROUP CO/IA [AMH]

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/15/2006 | 11/15/2006 | D | | 29,197.41 | D | \$ 69 0 |
| Common Stock | 11/15/2006 | 11/15/2006 | D | | 3,898.11 | D | \$ 69 0 |
| Common Stock | 11/15/2006 | 11/15/2006 | D | | 350 | D | \$ 69 0 |
| Common Stock | 11/15/2006 | 11/15/2006 | D | | 9,784 | D | \$ 69 0 |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|-----------------|---|------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Employee Stock Option (Right to Buy) | \$ 27.875 | 11/15/2006 | 11/15/2006 | D | | 60,000 | <u>(1)</u> | 07/28/2007 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 20.5 | 11/15/2006 | 11/15/2006 | D | | 10,000 | <u>(1)</u> | 02/17/2009 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 20 | 11/15/2006 | 11/15/2006 | D | | 55,000 | <u>(1)</u> | 02/11/2010 | Common Stock | 55,000 |
| Employee Stock Option (Right to Buy) | \$ 30.05 | 11/15/2006 | 11/15/2006 | D | | 50,000 | <u>(1)</u> | 02/09/2011 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 38.27 | 11/15/2006 | 11/15/2006 | D | | 60,000 | <u>(1)</u> | 02/08/2012 | Common Stock | 60,000 |
| Employee Stock Option (Right to Buy) | \$ 26.75 | 11/15/2006 | 11/15/2006 | D | | 50,000 | <u>(1)</u> | 02/14/2013 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 37.62 | 11/15/2006 | 11/15/2006 | D | | 40,000 | <u>(1)</u> | 02/13/2014 | Common Stock | 40,000 |
| Employee Stock Option | \$ 60.3 | 11/15/2006 | 11/15/2006 | D | | 40,000 | <u>(1)</u> | 02/10/2016 | Common Stock | 40,000 |

(Right to Buy)

Employee Stock Option (Right to buy)

\$ 47.03

11/15/2006

11/15/2006

D

34,000

(1)

02/11/2015

Common Stock

34

Performance Rights

\$ 0

11/15/2006

11/15/2006

D

1,740.41

(2)

(2)

Common Stock

1,740

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GODLASKY THOMAS C 699 WALNUT STREET SUITE 2000 DES MOINES, IA 50309 | X | | Chairman, President and CEO | |

Signatures

/s/ Jeananne M. Celander, Attorney-in-fact for Mr. Godlasky

11/15/2006

__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).
- (1) This option was vested immediately and was disposed of pursuant to the merger agreement between the issuer and Aviva plc for the price reflected in column 8.
- (2) These performance units were vested immediately and were disposed of pursuant to the merger agreement between the issuer and Aviva plc for \$69 per share on the effective date of the merger.

Remarks:

AmerUs Group Co. (NYSE: AMH) was merged into an acquisition subsidiary of Aviva plc on 11/15/2006. This form reports

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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