

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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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 *
MCPHAIL GARY R

(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)
Pres&CEO AmerUs Life/ILICO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/15/2006	11/15/2006	D	22,607	D \$ 69 0	D	
Common Stock	11/15/2006	11/15/2006	D	872.8221	D \$ 69 0	I	401 (k) Plan

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

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SEC 1474 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount (Number of Shares)
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		50,000		<u>(1)</u>	02/11/2010	Common Stock	50,000
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		50,000		<u>(1)</u>	02/08/2012	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 26.75	11/15/2006	11/15/2006	D		40,000		<u>(1)</u>	02/14/2013	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 37.62	11/15/2006	11/15/2006	D		23,000		<u>(1)</u>	02/13/2014	Common Stock	23,000
Employee Stock Option (Right to Buy)	\$ 60.3	11/15/2006	11/15/2006	D		22,000		<u>(1)</u>	02/10/2016	Common Stock	22,000
Employee Stock Option (Right to buy)	\$ 47.03	11/15/2006	11/15/2006	D		20,000		<u>(1)</u>	02/11/2015	Common Stock	20,000
Performance Rights	\$ 0	11/15/2006	11/15/2006	D		476		<u>(2)</u>	<u>(2)</u>	Common Stock	476

Performance Rights	\$ 0	11/15/2006	11/15/2006	D	816.33	(2)	(2)	Common Stock	81
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	807.32	(2)	(2)	Common Stock	80
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	2,750.77	(2)	(2)	Common Stock	2,75
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	4,991.68	(2)	(2)	Common Stock	4,99
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	3,690.48	(2)	(2)	Common Stock	3,69

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPHAIL GARY R 699 WALNUT STREET SUITE 2000 DES MOINES, IA 50309			Pres&CEO AmerUs Life/ILICO	

Signatures

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