

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 *
BROOKS ROGER K

(Last) (First) (Middle)
699 WALNUT STREET
(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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/15/2006 | 11/15/2006 | D | 17,383.69 D \$ 69 0 | | I | Roger K Brooks Revocable Trust |
| Common Stock | 11/15/2006 | 11/15/2006 | D | 7,159.477 D \$ 69 0 | | I | By 401(k) Plan |
| Common Stock | 11/15/2006 | 11/15/2006 | D | 8,700 D \$ 69 0 | | I | By Spouse |
| Common Stock | 11/15/2006 | 11/15/2006 | D | 5,000 D \$ 69 0 | | I | RKB Partnership, L.P. |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 23.6875 | 11/15/2006 | 11/15/2006 | D | 35,000 | <u>(1)</u> 04/08/2009 | Common Stock 35,000 |
| Employee Stock Option (Right to Buy) | \$ 30.05 | 11/15/2006 | 11/15/2006 | D | 75,000 | <u>(1)</u> 02/09/2011 | Common Stock 75,000 |
| 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) | \$ 37.62 | 11/15/2006 | 11/15/2006 | D | 40,000 | <u>(1)</u> 02/13/2014 | Common Stock 40,000 |
| Employee Stock Option (Right to Buy) | \$ 23.6875 | 11/15/2006 | 11/15/2006 | D | 35,000 | <u>(1)</u> 04/08/2009 | Common Stock 35,000 |
| Employee Stock Option | \$ 30.05 | 11/15/2006 | 11/15/2006 | D | 75,000 | <u>(1)</u> 02/09/2011 | Common Stock 75,000 |

| | | | | | | | | | | |
|--------------------------------------|----------|------------|------------|---|--------|------------|------------|--------------|--------|--|
| (Right to Buy) | | | | | | | | | | |
| 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 | 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 | 10,000 | <u>(1)</u> | 02/13/2014 | Common Stock | 10,000 | |
| Employee Stock Option (Right to Buy) | \$ 26.75 | 11/15/2006 | 11/15/2006 | D | 60,000 | <u>(1)</u> | 02/14/2013 | Common Stock | 60,000 | |
| Restricted Stock Units | \$ 0 | 11/15/2006 | 11/15/2006 | D | 35,296 | <u>(2)</u> | 01/02/2009 | Common Stock | 35,296 | |
| Restricted Stock Units | \$ 0 | 11/15/2006 | 11/15/2006 | D | 14,666 | <u>(2)</u> | 02/01/2008 | Common Stock | 14,666 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKS ROGER K 699 WALNUT STREET DES MOINES, IA 50309 | X | | | |

Signatures

/s/ Jeananne M. Celander, Attorney-in-fact for Mr. Brooks 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 restricted stock units were vested immediately and 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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