

AMERUS GROUP CO/IA

Form 4

February 28, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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)

02/24/2006

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	02/27/2006	02/27/2006	M		2,678.57	A \$ 21	38,241.98 D
Common Stock	02/27/2006	02/27/2006	M		1,535.31	A \$ 39.08	39,777.29 D
Common Stock	02/27/2006	02/27/2006	M		31.98	A \$ 31.98	39,809.27 D
Common Stock	02/27/2006	02/27/2006	F		1,645.6	D \$ 61.1	38,163.67 D
Common Stock	02/27/2006	02/27/2006	D		254.26	D \$ 61.1	37,909.41 D

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Common Stock	13,830.69	I	By 401 (k) Plan
Common Stock	12,122	I	By Spouse

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 Underlying Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
Performance Rights ⁽¹⁾	\$ 61.25	02/24/2006	02/24/2006	A	163.27 ⁽²⁾	<u>(3)</u>	<u>(3)</u>	Common Stock
Performance Rights ⁽¹⁾	\$ 61.25	02/24/2006	02/24/2006	A	1,577.14	<u>(3)</u>	<u>(3)</u>	Common Stock
Performance Rights ⁽¹⁾	\$ 39.08	02/27/2006	02/27/2006	M	31.98	<u>(3)(4)</u>	<u>(3)</u>	Common Stock
Performance Rights ⁽¹⁾	\$ 39.08	02/27/2006	02/27/2006	M	1,535.31	<u>(3)(4)</u>	<u>(3)</u>	Common Stock
Performance Rights ⁽¹⁾	\$ 21	02/27/2006	02/27/2006	M	2,678.57	<u>(3)(4)</u>	<u>(3)</u>	Common Stock

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

02/28/2006

__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) The Company's Management Incentive Plan (MIP), an employee plan exempt under Section 16b-3, provides that employees participating in the plan are eligible to defer a portion of their annual bonus to purchase phantom stock units at a price per unit equal to the fair market value (FMV) of the Company's common stock on the date of purchase. The company will match a specified percentage of the phantom stock units purchased pursuant to the deferral program. Upon vesting, the Company will issue the underlying common stock.

(2) Company's match on the phantom stock units acquired under the MIP Deferral program.

(3) On the third anniversary of the employee's deferral, the Company will issue the underlying common stock. The entire Company match is forfeited if the employee's employment terminates prior to the third anniversary of the employee's deferral.

(4) These units have vested and have been converted under the terms of the plan.

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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