

ALLMERICA FINANCIAL CORP  
Form 4  
August 26, 2005

**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 \*  
**PARRY EDWARD J III**

2. Issuer Name and Ticker or Trading Symbol  
**ALLMERICA FINANCIAL CORP [AFC]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/25/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive VP and CFO**

**C/O ALLMERICA FINANCIAL CORP, 440 LINCOLN ST. (E-6)**

(Street)

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

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

**WORCESTER, MA 01653**

(City) (State) (Zip)

**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					
				Code	V	Amount				
Common Stock	08/25/2005		M		30,000	A	\$ 14.94	66,141	D	
Common Stock	08/25/2005		S		18,000	D	\$ 41.9	48,141	D	
Common Stock	08/25/2005		S		200	D	\$ 41.91	47,941	D	
Common Stock	08/25/2005		S		3,000	D	\$ 41.94	44,941	D	
Common Stock	08/25/2005		S		100	D	\$ 41.95	44,841	D	

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Common Stock	08/25/2005	S	100	D	\$ 41.97	44,741	D
Common Stock	08/25/2005	S	500	D	\$ 41.98	44,241	D
Common Stock	08/25/2005	S	900	D	\$ 41.99	43,341	D
Common Stock	08/25/2005	S	5,800	D	\$ 42	37,541	D
Common Stock	08/25/2005	S	400	D	\$ 42.03	37,141	D
Common Stock	08/25/2005	S	500	D	\$ 42.04	36,641	D
Common Stock	08/25/2005	S	300	D	\$ 42.05	36,341	D
Common Stock	08/25/2005	S	200	D	\$ 42.06	36,141 <sup>(1)</sup>	D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.94	08/25/2005		M	30,000	<sup>(2)</sup> 01/17/2013	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

PARRY EDWARD J III  
C/O ALLMERICA FINANCIAL CORP  
440 LINCOLN ST. (E-6)  
WORCESTER, MA 01653

X

Executive VP and CFO

## Signatures

Charles F. Cronin, pursuant to Confirming  
Statement

08/26/2005

\_\_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) 3,955 shares held indirectly pursuant to deferral agreement and 29 shares held indirectly by 401(k).
- (2) On January 17, 2003, the reporting person was granted 60,000 shares under the Issuer's Long-Term Stock Incentive Plan, which option became exercisable at rate of 25% on January 17, 2004, 25% on January 17, 2005, and 50% will become available on January 17, 2005.

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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