

AMERUS GROUP CO/IA

Form 4

November 15, 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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

By 401 (k)  
Plan

By  
Daughter

By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
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	<u>(1)</u>	02/11/2015	Common Stock	34,
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	1,740.41	<u>(2)</u>	<u>(2)</u>	Common Stock	1,74

## 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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