

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 \*  
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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Pres&amp;CEO AmerUs Life/ILICO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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		22,607	D	\$ 69 0
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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number 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
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
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
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
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
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
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
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
Performance Rights	\$ 0	11/15/2006	11/15/2006	D	476	<u>(2)</u>	<u>(2)</u>	Common Stock	4

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