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AMERUS GROUP CO/IA

Form 8-K

May 28, 2003

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 28, 2003
(May 21, 2003)

AMERUS GROUP CO.
(Exact name of Registrant as specified in its charter)

Delaware 000-30898 421458424
(State of incorporation) (Commission file number) (I.R.S. employer
identification no.)

699 Walnut Street
Des Moines, Iowa 0309-3948
(Address of principal executive offices) (Zip code)

(515) 362-3600

(Registrant's telephone number, including area code)

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Item 5. Other Events

On May 28, 2003, AmerUs Group Co. (the "Registrant") issued 5,000,000

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Income PRIDES (the "PRIDES"). Exhibit 1.1 is a copy of the Purchase Agreement entered into by the Registrant on May 21, 2003. Exhibits 4.1 - 4.5 are instruments defining the rights of holders of the PRIDES entered into by the Registrant on May 28, 2003, and are incorporated herein by reference to Amendment No. 1 to the Form 8-A of the Registrant filed on May 28, 2003.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits.

Exhibit Number -----	Item ----
1.1	Purchase Agreement, dated May 21, 2003, among the Registrant and the Underwriters listed therein
4.1	Purchase Contract Agreement between the Registrant and Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, dated as of May 28, 2003 (filed as Exhibit 4.1 to the Registrant's Form 8-A, dated May 28, 2003 and incorporated herein by reference).
4.2	Pledge Agreement among the Registrant, BNY Midwest Trust Company, as Collateral Agent, Custodial Agent and Securities Intermediary and Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, dated as of May 28, 2003 (filed as Exhibit 4.2 to the Registrant's Form 8-A, dated May 28, 2003 and incorporated herein by reference).
4.3	Remarketing Agreement among the Registrant, Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, and the Remarketing Agent named therein, dated as of May 28, 2003 (filed as Exhibit 4.3 to the Registrant's Form 8-A, dated May 28, 2003 and incorporated herein by reference).
4.4	Form of Income PRIDES (included as Exhibit A to Exhibit 4.1 to the Registrant's Form 8-A, dated May 28, 2003 and incorporated herein by reference).
4.5	Officer's Certificate attaching form of Senior Notes initially due 2008, dated as of May 28, 2003 (filed as Exhibit 4.3 to the Registrant's Form 8-A, dated May 28, 2003 and incorporated herein by reference).
5.1	Opinion of Joseph K. Haggerty, Esq.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AmerUs Group Co.
(Registrant)

Dated: May 28, 2003

By: /s/ Joseph K. Haggerty

Joseph K. Haggerty, Esq.
Senior Vice President and
General Counsel

INDEX TO EXHIBITS

Exhibit

Number

Description of Exhibit

- | | |
|-----|---|
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- 5.1 Opinion of Joseph K. Haggerty, Esq.