

AMERUS GROUP CO/IA
Form 4
February 24, 2006

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 *
BROOKS ROGER K

(Last) (First) (Middle)
699 WALNUT STREET
(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)
01/13/2006

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)

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 | 01/13/2006 | 01/13/2006 | M | | 23,669.46 | A | Ⓛ | 50,134.15 | I | Roger K Brooks Revocable Trust |
| Common Stock | 01/13/2006 | 01/13/2006 | F | | 8,089.69 | D | \$ 56.6 | 42,044.46 | I | Roger K Brooks Revocable Trust |
| Common Stock | 01/13/2006 | 01/13/2006 | D | | 0.77 | D | \$ 56.6 | 42,043.69 | I | Roger K Brooks Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|----------|-----------|---|--------------------------------------|
| Common Stock | 02/13/2006 | 02/13/2006 | M | 7,334 | A | \$ 0 | 49,377.69 | I | Roger K Brooks Revocable Trust |
| Common Stock | 02/13/2006 | 02/13/2006 | F | 3,114 | D | \$ 60.28 | 46,263.69 | I | Roger K Brooks Revocable Trust |
| Common Stock | | | | | | | 7,089.287 | I | By 401(k) Plan |
| Common Stock | | | | | | | 9,000 | I | By Spouse |
| Common Stock | | | | | | | 15,000 | I | RKB Partnership, L.P. ⁽²⁾ |
| Common Stock | | | | | | | 46,200 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Performance Rights ⁽³⁾ | \$ 25.68 | 01/13/2006 | 01/13/2006 | M | 3,894.08 | <u>(4)</u> <u>(4)</u> | Common Stock 3,894.08 |
| Performance Rights ⁽³⁾ | \$ 37.16 | 01/13/2006 | 01/13/2006 | M | 6,862.22 | <u>(4)</u> <u>(4)</u> | Common Stock 6,862.22 |
| Performance Rights ⁽³⁾ | \$ 39.08 | 01/13/2006 | 01/13/2006 | M | 4,350.05 | <u>(4)</u> <u>(4)</u> | Common Stock 4,350.05 |

| | | | | | | | | | |
|-----------------------------------|----------|------------|------------|---|----------|------------|------------|--------------|----------|
| Performance Rights ⁽³⁾ | \$ 30.05 | 01/13/2006 | 01/13/2006 | M | 4,991.68 | <u>(4)</u> | <u>(4)</u> | Common Stock | 4,991.68 |
| Performance Rights ⁽³⁾ | \$ 21 | 01/13/2006 | 01/13/2006 | M | 3,571.43 | <u>(4)</u> | <u>(4)</u> | Common Stock | 3,571.43 |
| Restricted Stock Units | \$ 0 | 02/13/2006 | 02/13/2006 | M | 7,334 | <u>(5)</u> | 02/01/2008 | Common Stock | 7,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BROOKS ROGER K 699 WALNUT STREET DES MOINES, IA 50309 | X | | | |

Signatures

/s/ Jeananne M. Celander, attorney-in-fact for Mr. Brooks

02/24/2006

 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) 4350.05 shares at \$39.08 4991.68 shares at \$30.05 3571.43 shares at \$21.00 6862.22 shares at \$37.16 3894.08 shares at \$25.68

(2) The reportee is a General Partner of RKB Partnership, L.P. and disclaims beneficial ownership.

(3) The Company's Senior Executive Incentive Plan (SEIP), 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 either will pay to the employee an amount in cash determined by multiplying the number of units times the FMV of the Company's common stock on that date or issue the underlying common stock.

(4) On the third anniversary of the employee's deferral, the Company will issue the underlying common stock. Alternatively, on the third anniversary of the employee's deferral, the employee may elect to redefer the bonus units for another three year period and every three years thereafter, until the earlier of normal retirement or termination. The entire Company match is forfeited if the employee's employment terminates prior to the third anniversary of the employee's deferral.

(5) Grant of restricted stock unit (RSU) exempt under Rule 16b-3. The RSU restrictions lapse one-third on February 11, 2006; February 11, 2007; and February 11, 2008.

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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