

AMERUS GROUP CO/IA  
Form 4  
February 14, 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 \*  
**CLARK BRIAN J**

(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)  
02/10/2006

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)  
EVP, Chief Product Officer

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                    | 02/10/2006                           | 02/10/2006   | A                              | 12,000<br>(1)   | A \$ 0 23,681   | D  |   |
| Common Stock                    | 02/10/2006                           | 02/10/2006   | F                              | 2,635.51  | D \$ 60.3 21,045.49   | D  |   |
| Common Stock                    | 02/10/2006                           | 02/10/2006   | D                              | 0.49  | D \$ 60.3 21,045  | D  |   |
| Common Stock                    |                                      |  |                                |   | 802.933   | I  | By 401(k) Plan  |

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 60.3  | 02/10/2006                           | 02/10/2006   | A                              | 22,000  | <u>(2)</u> 02/10/2016                                    | Common Stock  | 22,000                     |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |
|--|---------------|-----------|----------------------------|
|  | Director      | 10% Owner | Officer                    |
| CLARK BRIAN J<br>699 WALNUT STREET<br>SUITE 2000<br>DES MOINES, IA 50309 |               |           | EVP, Chief Product Officer |

## Signatures

/s/ Jeananne M. Celander, attorney-in-fact for Mr. Clark  
02/14/2006

\_\_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) The shares were awarded on February 10 2006 upon the determination that performance criteria applicable to the performance shares were met. The award is payable in 12,000 shares of unrestricted stock, 8,000 shares of which were issued on February 10, 2006 and 4,000 shares of which will be issued as soon as administratively feasible following the February 2007 Human Resource and Compensation committee meeting.

(2) Grant of option exempt under Rule 16b-3. The option vests in five equal annual installments beginning on February 10, 2007.

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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