

ASSURANT INC
Form 4
January 26, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
FORTIS INSURANCE N.V.

2. Issuer Name and Ticker or Trading Symbol
ASSURANT INC [AIZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ARCHIMEDESLAAN 6
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2005

____ Director 10% Owner
____ Officer (give title below) Other (specify below)

3584 BA UTRECHT, P7
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/26/2005		S		27,200,000	D	\$ 30.6
					22,999,130	D	

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7.75% Bonds due 2008	(1)	01/26/2005		J(2)			(3) (3)	Assurant Common Stock	(4)
					\$ 774,149,000				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORTIS INSURANCE N.V. ARCHIMEDESLAAN 6 3584 BA UTRECHT, P7			X	

Signatures

Jean Dessain, Attorney-in-Fact, on behalf of Fortis Insurance N.V.	01/26/2005
__Signature of Reporting Person	Date
Paul Goris, Attorney-in-Fact, on behalf of Fortis Insurance N.V.	01/26/2005
__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).
- Unless exchanged early or accelerated, each bond in the principal amount of \$1,000 will obligate Fortis Insurance N.V. to deliver on January 26, 2008, referred to as the maturity date, the following number of shares of Assurant, Inc. ("Assurant") common stock, subject to anti-dilution adjustments: if the average of the volume weighted average price of Assurant common stock over the 20-trading day period ending on the third trading day prior to the maturity date equals or exceeds the threshold appreciation price of \$41.0652, 24.3515; if the average of the volume weighted average price of Assurant common stock over the same period is less than the threshold appreciation price of \$41.0652 but is greater than the adjusted initial price of \$33.6600, between 24.3515 and 29.7089; and if the average of the volume weighted average price of Assurant common stock over the same period is less than or equal to the adjusted initial price, 29.7089.
- (1) ending on the third trading day prior to the maturity date equals or exceeds the threshold appreciation price of \$41.0652, 24.3515; if the average of the volume weighted average price of Assurant common stock over the same period is less than the threshold appreciation price of \$41.0652 but is greater than the adjusted initial price of \$33.6600, between 24.3515 and 29.7089; and if the average of the volume weighted average price of Assurant common stock over the same period is less than or equal to the adjusted initial price, 29.7089.
 - (2) US\$774,149,000 7.75% bonds issued by Fortis Insurance N.V. that are mandatorily exchangeable for a number of shares of common stock of Assurant, Inc. based on the exchange ratio described above, or the cash value thereof.
 - (3) The bonds will be exchanged on January 26, 2008, unless exchanged early following a cash merger of Assurant, Inc. or upon certain tax events or unless the exchange is accelerated pursuant to the terms of the bonds.
 - (4) The bonds are mandatorily exchangeable for a maximum number of 22,999,116 shares of common stock of Assurant, Inc. See footnote 1 for an explanation of the actual number of shares of Assurant common stock that a holder of bonds will receive on the maturity date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.