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AMERUS GROUP CO/IA
Form 8-A12B
September 27, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR (G) OF THE
SECURITIES EXCHANGE ACT OF 1934

AmerUs Group Co.

(Exact Name of Registrant as Specified in Its Charter)

Iowa

42-1458424

(State of Incorporation or Organization)

(I.R.S. Employer
Identification no.)

699 Walnut Street
Des Moines, Iowa 50309

50309-3948

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.
[x]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. []

Securities Act registration statement file number to which this form relates:
333-126547

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

Series A Non-Cumulative Perpetual
Preferred Stock, no par value per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

None

(Title of Class)

(Name of Exchange)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

This registration statement on Form 8-A relates to 6 million shares of Series A Non-Cumulative Perpetual Preferred Stock (the "Series A Preferred Stock") of AmerUs Group Co. (the "Company"). A description of the Series A Preferred Stock, to be registered hereunder, is set forth under the heading "Description of the Shares" in a Prospectus Supplement filed by the Company on September 21, 2005 with the Securities and Exchange Commission pursuant to Rule 424(b)(2) under the Securities Act of 1933. Such Prospectus Supplement shall supplement the Prospectus contained in the Company's Registration Statement on Form S-3 (File No. 333-126547) filed with the Securities and Exchange Commission on July 12, 2005 under the Securities Act of 1933 and declared effective on July 15, 2005 (the "Registration Statement"), which information is hereby incorporated herein by reference. Any form of prospectus or prospectus supplement subsequently filed by the Company pursuant to Rule 424(b) under the Securities Act which includes a description of the securities to be registered hereunder shall be deemed to be incorporated by reference into this Registration Statement.

ITEM 2. EXHIBITS

- 3.01 Articles of Amendment to the Amended and Restated Articles of Incorporation of AmerUs Group Co., (incorporated by reference to Exhibit 3.1 to AmerUs Group Co.'s Current Report on Form 8-K, filed on September 27, 2005).
- 3.02 Amended and Restated By-laws of AmerUs Group Co., (incorporated by reference to Exhibit 3.2 to AmerUs Group Co.'s Form 10-Q for the quarter ended June 30, 2004).
- 4.01 Form of stock certificate for the Series A Non-Cumulative Perpetual Preferred Stock, with no par value per share, of AmerUs Group Co. (incorporated by reference to Exhibit 4.1 to AmerUs Group Co.'s Current Report on Form 8-K, filed on September 27, 2005).

2

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this registration statement or amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 27, 2005

AmerUs Group Co.

By: /s/ Melinda S. Union

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Name: Melinda S. Union
Title: Executive Vice President,
Chief Financial Officer and
Treasurer

3

Exhibit Index

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4