

AMERUS GROUP CO/IA

Form 4

March 01, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

02/25/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Product Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/25/2005	02/25/2005	M	(A) or (D) Amount (1) Price			
				(1) Amount			
Common Stock	02/25/2005	02/25/2005	M	(1) 303.86 A \$ 39.08	12,841.71	D	
Common Stock	02/25/2005	02/25/2005	M	(1) 1,535.34 A \$ 39.08	14,680.91	D	
Common Stock	02/25/2005	02/25/2005	D	(1) 47.67 (2) D \$ 47.2	14,633.24	D	
Common Stock	02/25/2005	02/25/2005	F	(1) 924.69 (3) D \$ 47.2	13,708.55	D	

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Common Stock	02/25/2005	02/25/2005	D	0.55 ⁽¹⁾ <u>(4)</u>	D	\$ 47.2	13,708	D	
Common Stock							698.05	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Performance Rights ⁽¹⁾	\$ 21	02/25/2005	02/25/2005	M		807.32		<u>(5)</u>	<u>(5)</u>	Common Stock	1,160. <u>(6)</u>
Performance Rights ⁽¹⁾	\$ 39.08	02/25/2005	02/25/2005	M		303.86		<u>(5)</u>	<u>(5)</u>	Common Stock	303.8 <u>(6)</u>
Performance Rights ⁽¹⁾	\$ 39.08	02/25/2005	02/25/2005	M		1,535.34		<u>(5)</u>	<u>(5)</u>	Common Stock	1,535. <u>(6)</u>

Reporting Owners

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

Signatures

/s/ Jeananne M. Celander, attorney-in-fact for Mr. Clark	02/23/2004
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 **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 Company's Management Incentive Plan (MIP), 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 will issue the underlying common stock.

(2) Units retained by the Company to satisfy cash deferral directly into the Company's 401 (K) Plan on the behalf of the reportee.

(3) Units retained by the Company to satisfy tax payment due to the IRS on behalf of the reportee.

(4) Cash-in-lieu of fractional share in connection with the conversion of units to underlying stock.

(5) 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.

(6) These units have vested and have been converted under the terms of the plan.

(7) Price not applicable.

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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