

AMERUS GROUP CO/IA  
Form 4  
November 15, 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 \*  
MCPHAIL GARY R

(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)  
11/15/2006

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)  
Pres&CEO AmerUs Life/ILICO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 11/15/2006                           | 11/15/2006   | D                              | 22,607  | D \$ 69 0   | D  |   |
| Common Stock                    | 11/15/2006                           | 11/15/2006   | D                              | 872.8221  | D \$ 69 0   | I  | 401 (k) Plan  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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 (Number of Shares) |
| Employee Stock Option (Right to Buy)       | \$ 20.5  | 11/15/2006                           | 11/15/2006   | D                              |   | 10,000   |     | <u>(1)</u>  | 02/17/2009      | Common Stock | 10,000                    |
| Employee Stock Option (Right to Buy)       | \$ 20  | 11/15/2006                           | 11/15/2006   | D                              |   | 50,000   |     | <u>(1)</u>  | 02/11/2010      | Common Stock | 50,000                    |
| Employee Stock Option (Right to Buy)       | \$ 30.05   | 11/15/2006                           | 11/15/2006   | D                              |   | 50,000   |     | <u>(1)</u>  | 02/09/2011      | Common Stock | 50,000                    |
| Employee Stock Option (Right to Buy)       | \$ 38.27   | 11/15/2006                           | 11/15/2006   | D                              |   | 50,000   |     | <u>(1)</u>  | 02/08/2012      | Common Stock | 50,000                    |
| Employee Stock Option (Right to Buy)       | \$ 26.75   | 11/15/2006                           | 11/15/2006   | D                              |   | 40,000   |     | <u>(1)</u>  | 02/14/2013      | Common Stock | 40,000                    |
| Employee Stock Option (Right to Buy)       | \$ 37.62   | 11/15/2006                           | 11/15/2006   | D                              |   | 23,000   |     | <u>(1)</u>  | 02/13/2014      | Common Stock | 23,000                    |
| Employee Stock Option (Right to Buy)       | \$ 60.3  | 11/15/2006                           | 11/15/2006   | D                              |   | 22,000   |     | <u>(1)</u>  | 02/10/2016      | Common Stock | 22,000                    |
| Employee Stock Option (Right to buy)       | \$ 47.03   | 11/15/2006                           | 11/15/2006   | D                              |   | 20,000   |     | <u>(1)</u>  | 02/11/2015      | Common Stock | 20,000                    |
| Performance Rights                         | \$ 0   | 11/15/2006                           | 11/15/2006   | D                              |   | 476  |     | <u>(2)</u>  | <u>(2)</u>      | Common Stock | 476                       |

|                    |      |            |            |   |          |     |     |              |      |
|--------------------|------|------------|------------|---|----------|-----|-----|--------------|------|
| Performance Rights | \$ 0 | 11/15/2006 | 11/15/2006 | D | 816.33   | (2) | (2) | Common Stock | 81   |
| Performance Rights | \$ 0 | 11/15/2006 | 11/15/2006 | D | 807.32   | (2) | (2) | Common Stock | 80   |
| Performance Rights | \$ 0 | 11/15/2006 | 11/15/2006 | D | 2,750.77 | (2) | (2) | Common Stock | 2,75 |
| Performance Rights | \$ 0 | 11/15/2006 | 11/15/2006 | D | 4,991.68 | (2) | (2) | Common Stock | 4,99 |
| Performance Rights | \$ 0 | 11/15/2006 | 11/15/2006 | D | 3,690.48 | (2) | (2) | Common Stock | 3,69 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| MCPHAIL GARY R<br>699 WALNUT STREET<br>SUITE 2000<br>DES MOINES, IA 50309 |               |           | Pres&CEO AmerUs Life/ILICO |       |

## Signatures

/s/ Jeananne M. Celander, Attorney-in-fact for Mr.  
McPhail

11/15/2006

\*\*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) This option was vested immediately and was disposed of pursuant to the merger agreement between the issuer and Aviva plc for the price reflected in column 8.
- (2) These performance units were vested immediately and were disposed of pursuant to the merger agreement between the issuer and Aviva plc for \$69 per share on the effective date of the merger.

### Remarks:

AmerUs Group Co. (NYSE: AMH) was merged into an acquisition subsidiary of Aviva plc on 11/15/2006. This form reports 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.