

AMERUS GROUP CO/IA

Form 4

February 14, 2006

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 *
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)

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
X Officer (give title below) ____ Other (specify below)

Pres&CEO AmerUs Life/ILICO

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/10/2006	02/10/2006	A		14,100 (1)	A \$ 0	30,191 D
Common Stock	02/10/2006	02/10/2006	F		3,086.31	D \$ 60.3	27,104.69 D
Common Stock	02/10/2006	02/10/2006	D		0.69	D \$ 60.3	27,104 D
Common Stock							802.9321 I 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
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 Other

MCPHAIL GARY R
699 WALNUT STREET
SUITE 2000
DES MOINES, IA 50309

Pres&CEO AmerUs Life/ILICO

Signatures

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

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 14,100 shares of unrestricted stock, 9,400 shares of which were issued on February 10, 2006 and 4,700 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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