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AMERUS GROUP CO/IA
Form 8-A12B/A
May 28, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A/A
AMENDMENT NO. 1 TO FORM 8-A FILED ON MAY 21, 2003

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(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

50309-3948

(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 Instruc-
tion A.(c), please check the following box.

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

Securities Act registration statement file number to which this form relates:
333-50249

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
to be so Registered

Income PRIDES

New York Stock Exchange

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

None

(Title of Class)

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Explanatory Note

The purpose of this Amendment No. 1 to this Registration Statement is solely to incorporate the definitive agreements included as Exhibits 4.1, 4.2, 4.3, and 4.7 hereto.

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

The description of the securities to be registered hereunder is set forth under the caption "Description of the PRIDES" in the Prospectus Supplement, dated May 22, 2003, supplementing the Prospectus, dated November 19, 2001 (the "Prospectus Supplement"), of the Registrant, which constitutes a part of the registration statement (the "Registration Statement") on Form S-3 (File No. 333-50249) of the Registrant which was initially filed with the Securities and Exchange Commission (the "Commission") on April 16, 1998 and subsequently amended by post-effective amendments filed on July 22, 1998, July 24, 1998 and November 8, 2001. The Prospectus Supplement, which was filed with the Commission pursuant to Rule 424(b)(2) under the Securities Act and relates to the Registration Statement, is deemed to be incorporated herein by reference.

ITEM 2. EXHIBITS

Exhibit Number	Description of Exhibit
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3.1	Amended and Restated Articles of Incorporation of the Registrant (filed as Exhibit 3.1 to the Registrant's Form 10-Q, dated November 14, 2000 and hereby incorporated by reference).
3.2	Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Form 10-K, dated March 15, 2002 and hereby incorporated by reference).
4.1	Purchase Contract Agreement between the Registrant and Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, dated as of May 28, 2003.
4.2	Pledge Agreement among the Registrant, BNY Midwest Trust Company, as Collateral Agent, Custodial Agent and Securities Intermediary and Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, dated as of May 28, 2003.
4.3	Remarketing Agreement among the Registrant, Wachovia Bank, National Association (formerly known as First Union National Bank), as Purchase Contract Agent, and the Remarketing Agent named therein, dated as of May 28, 2003.
4.4	Senior Indenture, dated as of June 16, 1998, between the Registrant and Wachovia Bank, National Association (formerly known as First Union National Bank), as Trustee (filed as Exhibit 4.14 to the Registrant's 10-Q, dated August 13, 1998 and incorporated herein by reference).
4.5	Registration Statement on Form S-3 (File No. 333-50249) (filed with the Securities and Exchange Commission on November 8, 2001 and incorporated herein by reference).

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- 4.6 Form of Income PRIDES (included in Exhibit 4.1 as Exhibit A thereto).
- 4.7 Officers' Certificate attaching form of Senior Notes initially due 2008, dated as of May 28, 2003.

SIGNATURE

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

Dated: May 28, 2003

AMERUS GROUP CO.

By: /s/ James Smallenberger

Name: James Smallenberger
Title: Senior Vice President and
Secretary