

ASSURANT INC
Form 4
January 29, 2008

FORM 4

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

OMB APPROVAL

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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 *
FORTIS INSURANCE N.V.

2. Issuer Name and Ticker or Trading Symbol
ASSURANT INC [AIZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ARCHIMEDESLAAN 6

3. Date of Earliest Transaction (Month/Day/Year)
01/26/2008

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

(Street)
3584 BA UTRECHT, P7

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (1) (2) (3) (4)
Common Stock	01/26/2008		J(1)(2)(3)(4)		18,851,690	D	4,147,440

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying (Instr. 3 and 4)
7.75% Bonds due 2008	<u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	01/26/2008		J <u>(1)(2)(3)(4)</u>	V (A) (D) 774,149,000	Date Exercisable: 01/26/2008 Expiration Date: 01/26/2008	Assurant Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORTIS INSURANCE N.V. ARCHIMEDESLAAN 6 3584 BA UTRECHT, P7				Former 10% Owner

Signatures

/s/ Joost Hermans, Attorney-in-Fact, on behalf of Fortis Insurance N.V.	01/29/2008
__Signature of Reporting Person	Date
/s/ Pierre-Henri Bagon, Attorney-in-Fact, on behalf of Fortis Insurance N.V.	01/29/2008
__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) On 26 January 2005, Fortis Insurance N.V. issued US\$774,149,000 aggregate principal amount of 7.75% bonds due 2008 mandatorily exchangeable for shares of common stock of Assurant, Inc. (the "Bonds").
Each Bond in the principal amount of \$1,000 obligated Fortis Insurance N.V. to deliver on January 26, 2008, referred to as the maturity date, the following number of shares of Assurant, Inc. ("Assurant") common stock, subject to anti-dilution adjustments: if the applicable market value of Assurant common stock, as determined pursuant to the terms of the Bonds (the "Applicable Market Value") equals or exceeds the threshold appreciation price of \$41.0652, 24.3515; if the Applicable Market Value is less than the threshold appreciation price of \$41.0652 but is greater than the adjusted initial price of \$33.6600, between 24.3515 and 29.7089; and if the Applicable Market Value is less than or equal to the adjusted initial price, 29.7089.
 - (2) On 26 January 2008, the Bonds matured and the Applicable Market Value was in excess of \$41.0652. On 28 January 2008, Fortis Insurance N.V. delivered 24.3515 shares of common stock of Assurant, Inc. per \$1,000 principal amount of Bonds in satisfaction of its obligations under the Bonds.
 - (3) After the settlement of the Bonds, Fortis Insurance N.V. owns less than 10% of the common stock of Assurant, Inc. The member of the board of directors of Assurant, Inc. appointed by Fortis Insurance N.V. resigned from the Assurant, Inc. board effective January 25, 2008.

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.