

ALLMERICA FINANCIAL CORP
Form 4
August 26, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PARRY EDWARD J III

2. Issuer Name and Ticker or Trading Symbol
ALLMERICA FINANCIAL CORP [AFC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP and CFO

C/O ALLMERICA FINANCIAL CORP, 440 LINCOLN ST. (E-6)

(Street)

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

WORCESTER, MA 01653

(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
Common Stock	08/25/2005		M		30,000	A	\$ 14.94
Common Stock	08/25/2005		S		18,000	D	\$ 41.9
Common Stock	08/25/2005		S		200	D	\$ 41.91
Common Stock	08/25/2005		S		3,000	D	\$ 41.94
Common Stock	08/25/2005		S		100	D	\$ 41.95

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Common Stock	08/25/2005	S	100	D	\$ 41.97	44,741	D
Common Stock	08/25/2005	S	500	D	\$ 41.98	44,241	D
Common Stock	08/25/2005	S	900	D	\$ 41.99	43,341	D
Common Stock	08/25/2005	S	5,800	D	\$ 42	37,541	D
Common Stock	08/25/2005	S	400	D	\$ 42.03	37,141	D
Common Stock	08/25/2005	S	500	D	\$ 42.04	36,641	D
Common Stock	08/25/2005	S	300	D	\$ 42.05	36,341	D
Common Stock	08/25/2005	S	200	D	\$ 42.06	36,141 ⁽¹⁾	D

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

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SEC 1474
(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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.94	08/25/2005		M	30,000	⁽²⁾ 01/17/2013	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

PARRY EDWARD J III
C/O ALLMERICA FINANCIAL CORP
440 LINCOLN ST. (E-6)
WORCESTER, MA 01653

X

Executive VP and CFO

Signatures

Charles F. Cronin, pursuant to Confirming Statement

08/26/2005

__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) 3,955 shares held indirectly pursuant to deferral agreement and 29 shares held indirectly by 401(k).
- (2) On January 17, 2003, the reporting person was granted 60,000 shares under the Issuer's Long-Term Stock Incentive Plan, which option became exercisable at rate of 25% on January 17, 2004, 25% on January 17, 2005, and 50% will become available on January 17, 2005.

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.