AMERUS GROUP CO/IA
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PROSPECTUS SUPPLEMENT

(To prospectus dated November 19, 2001)

5,000,000 PRIDES[SM]

(Initially Consisting of 5,000,000 Income PRIDES[SM])

AMERUS GROUP CO.

We are offering 5,000,000 PRIDES. The PRIDES initially will consist of units referred to as Income PRIDES, each with a stated amount of $25. Each Income PRIDES will include a purchase contract pursuant to which the holder agrees to purchase from us shares of our common stock on August 16, 2006 and we agree to make quarterly contract adjustment payments at the rate of 0.75% of the $25 stated amount per year, as described in this prospectus supplement. Each Income PRIDES will also include $25 principal amount of our senior notes initially due May 16, 2008. The senior notes will bear interest at the initial rate of 5.50% per year, payable quarterly commencing on August 16, 2003. We have the right to defer the contract adjustment payments on the purchase contracts, but not the interest payments on the senior notes.

The senior notes will be remarketed as early as the third business day preceding February 16, 2006 as described in this prospectus supplement. The interest rate on the senior notes will be reset, the interest payment dates may be redetermined and the maturity date may be extended if a remarketing is successful. The senior notes are unsecured and rank equally with all of our other unsecured and unsubordinated debt. The senior note will initially be held as a component of your Income PRIDES and will be pledged to secure your obligation to purchase our common stock under the related purchase contract. The senior notes will not trade separately from the Income PRIDES unless and until substitution of U.S. Treasury securities for the senior notes is made as described in this prospectus supplement. A unit consisting of a purchase contract and a substituted U.S. Treasury security is referred to as a Growth PRIDES.

Prior to this offering, there has been no public market for the PRIDES. We have applied to list the Income PRIDES on the New York Stock Exchange, or NYSE, under the symbol AMH PrA . The last reported sale price of our common stock on the NYSE on May 21, 2003 was $26.00 per share.

Investing in the PRIDES involves risks that are described under Risk Factors beginning on page S-19 of this prospectus supplement.

	Per Income PRIDES	Total
Initial price to public(1)	$25.00	$125,000,000
Underwriting discount	$ .75	$ 3,750,000
Proceeds, before expenses, to AmerUs	$24.25	$121,250,000

(1) Plus accrued interest and accumulated contract adjustment payments from May, 28, 2003, if settlement occurs after that date

The underwriters may also purchase up to an additional 750,000 Income PRIDES at the public offering price less the underwriting discount within a period of 13 days beginning with the date the Income PRIDES are initially issued in order to cover overallotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the related prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The Income PRIDES will be ready for delivery in book-entry form only through The Depository Trust Company on or about May 28, 2003.

Sole Book-Running Manager

Merrill Lynch & Co. **Goldman, Sachs & Co.**

The date of this prospectus supplement is May 21, 2003.

PRIDES and Income PRIDES are service marks of Merrill Lynch & Co., Inc.

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ABOUT THIS PROSPECTUS SUPPLEMENT

You should rely only on the information incorporated by reference or provided in this prospectus supplement or in the accompanying prospectus. Neither we nor any underwriter has authorized anyone else to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor any underwriter is making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus supplement or in the accompanying prospectus is accurate as of any date other than the date on the front of those documents.

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part, the accompanying prospectus, gives more general information, some of which may not apply to this offering. You should read the entire prospectus supplement, including the accompanying prospectus and the documents incorporated by reference which are described under Incorporation of Certain Documents by Reference in the accompanying prospectus. In the event that the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

This prospectus supplement and the accompanying prospectus contain, or incorporate by reference, forward-looking statements. Such forward-looking statements should be considered together with the cautionary statements and important factors included in the documents incorporated by reference which are described under Incorporation of Certain Documents by Reference in the accompanying prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain or incorporate statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements include trend analyses and other information relative to markets for our products and trends in our operations or financial results as well as other statements that can be identified by the use of forward-looking language such as may, should, believes, expects, anticipates, plans, estimates, intends, projects, goals, obje similar expressions. Our actual results, performance or achievements could be materially different from the results expressed in, or implied by, those forward-looking statements. Those statements are subject to risks and uncertainties, including but not limited to, the risks described in this prospectus supplement and the accompanying prospectus and other documents incorporated by reference. When considering those forward-looking statements, you should keep in mind the risks, uncertainties and other cautionary statements made in this prospectus supplement and the accompanying prospectus.

A variety of factors could cause our actual results to differ materially from the expected results expressed in the company s forward-looking statements, including those set forth in the risk factors and elsewhere in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference herein. Factors that may cause our actual results to differ materially from those we contemplate by the forward-looking statements include, among others, the following:

- general economic conditions and other factors, including prevailing interest rate levels and stock and bond market performance, which may affect our ability to sell our products, the market value of our investments and the lapse rate and profitability of our policies;

- our ability to achieve anticipated levels of operational efficiencies and cost-saving initiatives and to meet cash requirements based upon projected liquidity sources;

- customer response to new products, distribution channels and marketing initiatives;

- mortality, morbidity, and other factors which may affect the profitability of our insurance products;

our ability to develop and maintain effective risk management policies and procedures and to maintain adequate reserves for future policy benefits and claims;

changes in the federal income tax and other federal laws, regulations and interpretations, including currently proposed federal measures that may significantly affect the insurance business including limitations on antitrust immunity, minimum solvency requirements, and changes to the tax advantages of life insurance and annuity products or programs with which they are used;

increasing competition in the sale of insurance and annuities and the recruitment of sales representatives;

regulatory changes, actions, interpretations or pronouncements including those relating to the regulation of insurance companies and the regulation and sale of their products;

our ratings and those of our subsidiaries by independent rating organizations which we believe are particularly important to the sale of our products;

the performance of our investment portfolios;

the impact of changes in standards of accounting;

our ability to integrate the business and operations of acquired entities;

expected protection products and accumulation products margins;

the impact of anticipated investment transactions; and

unanticipated litigation or regulatory investigations or examinations.

There can be no assurance that other factors not currently anticipated by us will not materially and adversely affect our results of operations. You are cautioned not to place undue reliance on any forward-looking statements made by us or on our behalf. Forward-looking statements speak only as of the date the statement was made. We undertake no obligation to update or revise any forward-looking statement.

PROSPECTUS SUPPLEMENT SUMMARY

You should read the following summary in conjunction with the more detailed information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference.

AmerUs Group Co.

We are a holding company whose subsidiaries are primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life insurance and annuity products to individuals and businesses in all 50 states, the District of Columbia and the U.S. Virgin Islands. We have two reportable operating segments: protection products and accumulation products. The protection products segment was formerly known as the life insurance segment and the accumulation products segment was formerly known as the annuity segment. The primary offerings of the protection products segment are interest-sensitive whole life, equity-indexed life, universal life and term life insurance policies. The primary offerings of the accumulation products segment are individual deferred fixed annuities, equity-indexed annuities and funding agreements. Our address is 699 Walnut Street, Des Moines, Iowa 50309-3948 and our telephone number is (515) 362-3600.

We were founded in 1896 as the mutual insurer Central Life Assurance Company. In 1996, we became the first Mutual Holding Company, or MHC, a structure that allows mutuals to access the public equity markets, which we did in 1997 with our initial public offering. In 2000, we reorganized our MHC structure through a full demutualization and became a 100% public stock company. We also changed our name from American Mutual Holding Company to AmerUs Group Co.

We have had positive organic growth in our businesses. We have also successfully executed a series of strategic acquisitions that have helped generate sales growth, as well as balance our product and geographic distribution. The following is a summary of these acquisitions and the benefits created:

In 1994, Central Life Assurance Company and American Mutual Life Insurance Co. merged providing us with significant scale in our life insurance operations. The merger resulted in our becoming one of the 25 largest mutual insurers in America at that time.

In October 1997, the acquisition of Delta Life Corporation significantly enhanced our annuity business. At the time of the acquisition, Delta Life had about $2.0 billion in assets and specialized in single-premium deferred annuity and equity-indexed annuity products.

In December 1997, we acquired AmVestors Financial Corporation, predecessor to AmerUs Annuity Group Co., which specialized in the sale of individual fixed annuity products. The acquisition further strengthened our presence in asset accumulation and retirement and savings markets.

In 2001, we acquired Indianapolis Life Insurance Company, an Indiana life insurance company, and its subsidiaries, which had $5.8 billion in consolidated assets at the time of the acquisition. The acquisition allowed us to strengthen our life insurance business and ultimately provided us with a better balance of annuities and life insurance products.

We sold certain lines of business and made the decision to exit certain other businesses in 1998. These businesses are referred to as discontinued operations and include: banking, residential real estate brokerage, and mortgage banking.

Except in The Offering Q&A, The Offering Explanatory Diagrams, Description of the PRIDES, Description of the Purchase Contracts, Other Provisions of the Purchase Contract Agreement and the Pledge Agreement and Specific Terms of the Senior Notes, and unless the context requires otherwise, we, our, us and AmerUs refers to AmerUs Group Co. and its consolidated subsidiaries.

Subsidiaries

We have four main direct subsidiaries: AmerUs Life Insurance Company, or ALIC, an Iowa life insurance company; AmerUs Annuity Group Co., or AAG, a Kansas corporation; AmerUs Capital Management Group, Inc., or ACM, an Iowa corporation; and ILICO Holdings, Inc., an Indiana corporation.

AAG owns, directly or indirectly, two Kansas life insurance companies: American Investors Life Insurance Company, Inc., or American; and Financial Benefit Life Insurance Company, or FBL. Delta Life and Annuity Company, or Delta, was merged into American effective December 31, 2002.

ILICO Holdings, Inc., has one wholly-owned subsidiary, Indianapolis Life Insurance Company, or ILIC, an Indiana life insurance company. ILIC has three wholly-owned subsidiaries: Bankers Life Insurance Company of New York, or Bankers Life, a New York life insurance company; IL Securities, Inc., an Indiana corporation; and IL Annuity and Insurance Company, or IL Annuity, a Kansas life insurance company. When used in this document, the term ILICO refers to ILICO Holdings, Inc. and its consolidated subsidiaries.

Organization

(A) ILICO Holdings, Inc. is owned by AmerUs Group Co. (92.2%) and AmerUs Life Insurance Company (7.8%)

The Offering Q&A

What are PRIDES?

The PRIDES consist of units referred to as Income PRIDES and Growth PRIDES. The PRIDES offered will initially consist of 5,000,000 Income PRIDES (5,750,000 Income PRIDES if the underwriters exercise their overallotment option in full), each with a stated amount of $25. From each Income PRIDES, the holder may create a Growth PRIDES, as described below.

What are the components of Income PRIDES?

Each Income PRIDES will consist of a purchase contract and, initially, a $25 principal amount of senior notes. The senior note that is a component of Income PRIDES will be owned by the holder of the Income PRIDES, but will be pledged to AmerUs to secure the holder s obligations under the purchase contract. If the senior notes are successfully remarketed or a tax event redemption occurs, in each case as described in this prospectus supplement, the applicable ownership interest in a Treasury portfolio of zero-coupon U.S. Treasury securities as further described herein will replace the senior notes as a component of each Income PRIDES and will be pledged to AmerUs to secure the holder s obligations under the purchase contract.

What is a purchase contract?

Each purchase contract underlying a PRIDES obligates the holder of the purchase contract to purchase, and obligates AmerUs to sell, on August 16, 2006, for $25, a number of newly issued shares of AmerUs common stock equal to the settlement rate. The settlement rate will be calculated, subject to adjustment as described under Description of the Purchase Contracts Anti-Dilution Adjustments, as follows:

if the applicable market value of AmerUs common stock is equal to or greater than the threshold appreciation price, the settlement rate will be equal to the product of (a) the stated amount of $25 divided by the reference price, multiplied by (b) one minus a fraction, the numerator of which is $7.80, the difference between the threshold appreciation price and the reference price, and the denominator of which is the applicable market value;

if the applicable market value of AmerUs common stock is less than the threshold appreciation price but greater than the reference price, the settlement rate will be equal to the stated amount of $25 divided by the applicable market value; and

if the applicable market value of AmerUs common stock is less than or equal to the reference price, the settlement rate will be equal to 0.9615, the stated amount of $25 divided by the reference price;

Applicable market value means the average of the closing price per share of AmerUs common stock on the New York Stock Exchange or other principal U.S. securities exchange on which such common stock is listed on each of the 20 consecutive trading days ending on the third trading day immediately preceding August 16, 2006. The reference price is $26.00, which is the last reported sale price of AmerUs common stock on the NYSE on May 21, 2003. The threshold appreciation price is $33.80, which represents a premium of 30% over the reference price.

Can I settle a purchase contract early?

At the option of each holder, a purchase contract may be settled for cash prior to August 16, 2006. If a purchase contract is settled early, the number of shares of AmerUs common stock to be issued per purchase contract will be 0.7396, the stated amount of $25 divided by the threshold appreciation price.

In addition, if AmerUs is involved in a merger in which at least 30% of the consideration for AmerUs common stock consists of cash or cash equivalents, each holder of a purchase contract will have the right to accelerate and settle that purchase contract at the settlement rate in effect immediately before the cash merger. See Description of the Purchase Contracts Early Settlement Upon Cash Merger.

The right to early settlement is subject to the condition that, if required under the U.S. federal securities laws, AmerUs has a registration statement under the Securities Act of 1933 in effect covering the common stock or other securities deliverable upon settlement of a purchase contract.

What are Growth PRIDES?

Growth PRIDES are PRIDES consisting of a purchase contract and a 1/40, or 2.5%, undivided beneficial ownership interest in a zero-coupon U.S. Treasury security with a principal amount at maturity of $1,000 that matures on July 15, 2006. References to the Treasury securities that are components of Growth PRIDES shall mean, during the period between July 15, 2006 and August 16, 2006, the cash proceeds from those Treasury securities. The ownership interests in the Treasury securities that are components of each Growth PRIDES will be pledged to AmerUs to secure the holder s obligations under the purchase contract.

How can I create Growth PRIDES from Income PRIDES?

If the Treasury portfolio has not replaced the senior notes as a component of the Income PRIDES as the result of either a successful remarketing of the senior notes or a tax event redemption, each holder of Income PRIDES will have the right, at any time on or prior to the fifth business day immediately preceding August 16, 2006, to substitute for the senior notes held by the collateral agent zero-coupon Treasury securities (CUSIP No. 912820BT3) that mature on July 15, 2006, in an aggregate principal amount at maturity equal to the aggregate principal amount of the senior notes for which substitution is being made. These substitutions will create Growth PRIDES, and the related pledged senior notes will be released to the holder. Because the Treasury securities are issued in multiples of $1,000, holders of Income PRIDES may make these substitutions only in integral multiples of 40 Income PRIDES.

If the Treasury portfolio has replaced the senior notes as a component of the Income PRIDES as the result of either a successful remarketing of the senior notes or a tax event redemption, holders of Income PRIDES may create Growth PRIDES by making substitutions of Treasury securities for the applicable ownership interest in the applicable Treasury portfolio held by the collateral agent, at any time on or prior to the second business day immediately preceding August 16, 2006 and only in integral multiples of 32,000 Income PRIDES (or such other number of Income PRIDES as may be determined by the reset agent upon a successful remarketing of the senior notes if the reset date is not a regular quarterly interest payment date). In such a case, holders would also obtain the release of the applicable ownership interest in the appropriate Treasury portfolio for which substitution is being made rather than a release of senior notes.

How can I recreate Income PRIDES from Growth PRIDES?

If the Treasury portfolio has not replaced the senior notes as a component of the Income PRIDES as a result of either a successful remarketing of the senior notes or a tax event redemption, each holder of Growth PRIDES will have the right, at any time on or prior to the fifth business day immediately preceding August 16, 2006, to substitute the senior notes for Treasury securities held by the collateral agent in an aggregate principal amount equal to the aggregate principal amount at maturity of the Treasury securities for which substitution is being made. These substitutions will recreate Income PRIDES, and the related Treasury securities will be released to the holder. Because Treasury securities are issued in integral multiples of $1,000, holders of Growth PRIDES may make these substitutions only in integral multiples of 40 Growth PRIDES.

If the Treasury portfolio has replaced the senior notes as a component of the Income PRIDES as the result of either a successful remarketing of the senior notes or a tax event redemption, holders of the Growth PRIDES may recreate Income PRIDES by making substitutions of the applicable ownership interest in the applicable Treasury portfolio for Treasury securities held by the collateral agent, at any time on or prior to the second business day immediately preceding August 16, 2006 and only in integral multiples of 32,000 Growth PRIDES (or such other number of Growth PRIDES as may be determined by the reset agent upon a successful remarketing of the senior notes if the reset date is not a regular quarterly interest payment date). In such a case, holders would also obtain the release of the Treasury securities for which substitution is being made.

What payments am I entitled to as a holder of Income PRIDES?

Holders of Income PRIDES will be entitled to receive total cash distributions at the rate of 6.25% of the $25 stated amount per year, payable quarterly in arrears. These cash distributions will consist of:

- interest on the senior notes or, if the Treasury portfolio has replaced the senior notes as a component of the Income PRIDES, cash distributions on the applicable ownership interest of the Treasury portfolio, at the rate of 5.50% of the $25 stated amount per year, and

- contract adjustment payments payable by AmerUs at the rate of 0.75% of the $25 stated amount per year, subject to AmerUs right to defer the payment of such contract adjustment payments.

AmerUs obligations with respect to contract adjustment payments will be subordinate and junior in right of payment to its obligations under its senior indebtedness, including the senior notes. In addition, original issue discount for United States federal income tax purposes will accrue on each senior note. AmerUs is not entitled to defer interest payments on the senior notes.

If interest on the senior notes is reset on a reset date that is not a scheduled interest payment date, the collateral agent will receive on behalf of holders of Income PRIDES a payment on such reset date of accrued and unpaid interest on the senior notes from the most recent quarterly interest payment date to, but excluding, such reset date. On the quarterly payment date next following the reset date, Income PRIDES holders will receive a regular quarterly cash distribution which includes that interest payment.

What payments am I entitled to if I convert my Income PRIDES to Growth PRIDES?

Holders who create Growth PRIDES will be entitled to receive quarterly cash distributions of contract adjustment payments payable by AmerUs at the rate of 0.75% of the $25 stated amount per year, subject to AmerUs rights of deferral described herein. In addition, original issue discount will accrue on each related Treasury security.

Does AmerUs have the option to defer current payments?

AmerUs has the right to defer the payment of contract adjustment payments until no later than August 16, 2006. Any deferred contract adjustment payments would accrue additional amounts at the rate of 6.25% per year (the rate of total distributions on the Income PRIDES) until paid, compounded quarterly, to but excluding August 16, 2006. AmerUs is not entitled to defer payments of interest on the senior notes. In the event AmerUs exercises its option to defer the payment of contract adjustment payments, then until the deferred contract adjustment payments have been paid, AmerUs will not, and will not permit any of its subsidiaries to, with certain exceptions, declare or pay dividends on, make distributions with respect to, or redeem, purchase or acquire, or make a liquidation payment with respect to, any AmerUs Group Co. capital stock.

What are the payment dates for the Income PRIDES?

The current payments described above in respect of the Income PRIDES will be payable quarterly in arrears on February 16, May 16, August 16 and November 16 of each year, commencing August 16, 2003. In the case of contract adjustment payments, the payments will be payable to, but excluding, the earlier of August 16, 2006 or the most recent quarterly payment date on or before any early settlement of the related purchase contracts. These contract adjustment payments are subject to the deferral provisions described in this prospectus supplement. Interest payments on the senior notes are described below under the questions and answers beginning with What interest payments will I receive on the senior notes?

What is remarketing?

AmerUs may remarket the senior notes as early as the third business day immediately preceding February 16, 2006 as described below, unless the senior notes have been previously called for a tax event redemption. The remarketing will include senior notes that are components of Income PRIDES and other senior notes of holders that have elected to include those senior notes in the remarketing. AmerUs will enter into an agreement with the remarketing agent to remarket the senior notes. Under the remarketing agreement, there will be up to six attempts to remarket the senior notes; provided that once the senior notes have been successfully remarketed, there will be no more remarketings. AmerUs may elect to remarket the senior notes on two occasions prior to May 1, 2006 selected by AmerUs. If the senior notes have not been successfully remarketed prior to the third business day immediately preceding May 16, 2006, the remarketing agent will attempt to remarket the senior notes on that business day. In addition, AmerUs may elect to remarket the senior notes on two more occasions between June 1, 2006 and August 1, 2006 selected by AmerUs.

On each such occasion, the remarketing agent will use its reasonable efforts to obtain a price for the senior notes equal to approximately 100.25% of the purchase price for the remarketing Treasury portfolio, plus the applicable remarketing fee. A portion of the proceeds from the remarketing equal to the remarketing Treasury portfolio purchase price will be applied to purchase the remarketing Treasury portfolio. The remarketing Treasury portfolio will be substituted for the senior notes and will be pledged to the collateral agent to secure the Income PRIDES holders obligations to purchase AmerUs common stock under the purchase contracts. When paid at maturity, an amount of the remarketing Treasury portfolio equal to the principal amount of the substituted senior notes will automatically be applied to satisfy the Income PRIDES holders obligations to purchase AmerUs common stock under the related purchase contracts on August 16, 2006.

In addition, the remarketing agent may deduct the applicable remarketing fee from any amount of the proceeds from the remarketing of the senior notes in excess of the remarketing Treasury portfolio purchase price. The applicable remarketing fee shall be 25 basis points (0.25%) of the aggregate principal amount of the remarketed senior notes if the remarketed senior notes mature on or prior to August 16, 2008 or, if the maturity date of the senior notes is otherwise extended on the reset date, such other amount as agreed between AmerUs and the remarketing agent. The remarketing agent will then remit the remaining portion of the proceeds from the remarketing of the senior notes, if any, for the benefit of the holders.

If a remarketing attempt described above is unsuccessful because the remarketing agent cannot obtain a price for the senior notes on any such date equal to at least 100% of the remarketing Treasury portfolio purchase price or a condition precedent to the remarketing has not been satisfied, the interest rate on the senior notes will not be reset, the senior notes will continue to be a component of Income PRIDES and another remarketing will be attempted as described above or, if no successful remarketing has occurred on or before August 1, 2006, on the third business day immediately preceding August 16, 2006.

Unless the senior notes have been successfully remarketed or called for a tax event redemption on or prior to the fifth business day immediately preceding August 16, 2006, the senior notes that are components of Income PRIDES whose holders have failed to notify the purchase contract agent on or prior to that date of their intention to pay cash in order to satisfy their obligations under the related purchase contracts, will be remarketed on the third business day immediately preceding August 16, 2006. In this remarketing, the remarketing agent will use its reasonable efforts to obtain a price for the senior notes equal to approximately 100.25% of the aggregate principal amount of the senior notes, plus the applicable remarketing fee. A portion of the proceeds from the remarketing equal to the aggregate principal amount of the senior notes will automatically be applied to satisfy in full the Income PRIDES holders obligations to purchase AmerUs common stock under the related purchase contracts on August 16, 2006.

If this remarketing is successful, the remarketing agent will deduct an amount not exceeding the applicable remarketing fee for the remarketed senior notes from any amount of the proceeds from the remarketing of the senior notes in excess of the aggregate principal amount of the remarketed senior notes. The remarketing agent will then remit the remaining portion of the proceeds from the remarketing of the senior notes, if any, for the benefit of the holders.

The interest rate on senior notes may be reset, the interest payment dates may be redetermined and the maturity date of the senior notes may be extended on the reset date. See What is the reset rate? , What are the payment dates on the senior notes? and What is the maturity of the senior notes? Any extension of the maturity date or modification of the scheduled interest payment dates that will become effective on the reset date will be announced by AmerUs prior to a remarketing attempt and will, if the remarketing is successful, take effect on the reset date, which will be the third business day immediately following the date of the successful remarketing. See When will the interest rate on the senior notes be reset? The reset rate on the senior notes will be determined on the date that the remarketing agent is able to successfully remarket the senior notes and will become effective from the reset date.

If the senior notes are not successfully remarketed by the third business day immediately preceding August 16, 2006, AmerUs will announce the failed remarketing of the senior notes on or prior to the business day immediately preceding August 16, 2006 and will exercise its rights as a secured party to dispose of the senior notes that are included in Income PRIDES in accordance with applicable law and to satisfy in full, from the proceeds of the disposition, the holders obligations to purchase AmerUs common stock under the related purchase contracts on August 16, 2006. If no successful remarketing of the senior notes has occurred and the senior notes have not been called for a tax event redemption by that date, holders of the senior notes will have the option to put their senior notes to AmerUs on September 30, 2006 at a price of 100% of the principal amount plus accrued and unpaid interest, if any, to, but excluding, that date.

What is the Treasury portfolio?

The Treasury portfolio to be purchased in the context of a remarketing is a portfolio of zero-coupon U.S. Treasury securities consisting of:

interest or principal strips of U.S. Treasury securities that mature on or prior to August 16, 2006 in an aggregate amount equal to the principal amount of the senior notes included in the Income PRIDES;

if the reset date occurs prior to May 16, 2006, with respect to the originally scheduled quarterly interest payment date on the senior notes that would have occurred on May 16, 2006, interest or principal strips of U.S. Treasury securities that mature on or prior to May 16, 2006 in an aggregate amount equal to the aggregate interest payment that would be due on May 16, 2006 on the principal amount of the senior notes that would have been included in the Income PRIDES assuming no remarketing, assuming no reset of the interest rate on the senior notes and assuming that interest on the senior notes accrued from the reset date to, but excluding, May 16, 2006; and if the reset date occurs prior to August 16, 2006, with respect to the originally scheduled quarterly interest payment date on the senior notes that would have occurred on August 16, 2006, interest or principal strips of U.S. Treasury securities that mature on or prior to August 16, 2006 in an aggregate amount equal to the aggregate interest payment that would be due on August 16, 2006 on the principal amount of the senior notes that would have been included in the Income PRIDES assuming no remarketing, assuming no reset of the interest rate on the senior notes and assuming that interest on the senior notes accrued from the later of the reset date and May 16, 2006 to, but excluding, August 16, 2006.

For a description of the Treasury portfolio to be purchased in the context of a tax event redemption, see Specific Terms of the Senior Notes Tax Event Redemption.

If I am not a party to a purchase contract, may I still participate in a remarketing of my senior notes?

Holders of senior notes that are not components of Income PRIDES may elect, in the manner described in this prospectus supplement, to have their senior notes remarketed by the remarketing agent. The interest rate, maturity date and scheduled interest payment dates of senior notes that are not components of Income PRIDES and that are held by holders that do not participate in a remarketing will still be reset on the reset date in accordance with any reset of the interest rate, extension of the maturity date or modification of the scheduled interest payment dates of senior notes that are components of Income PRIDES. See What are the payment dates on the senior notes? , When will the interest rate on the senior notes be reset? and What is the maturity of the senior notes?

Besides participating in a remarketing, how will I satisfy my obligations under the purchase contracts?

Holders of PRIDES may satisfy their obligations, or their obligations will be terminated, under the purchase contracts:

by settling the purchase contracts with cash on the business day prior to August 16, 2006, with prior notification to the purchase contract agent;

through early settlement by the earlier delivery of cash to the purchase contract agent in the manner described in this prospectus supplement;

through early settlement upon a cash merger in the manner described in this prospectus supplement; or

without any further action, upon the termination of the purchase contracts as a result of a bankruptcy, insolvency or reorganization of AmerUs.

If a holder does not participate in a remarketing and does not give notice to the purchase contract agent that the holder intends to settle the purchase contract with cash on the business day prior to August 16, 2003, AmerUs will exercise its rights as a secured party in respect of the pledged senior notes, Treasury portfolio or Treasury securities, as the case may be, to satisfy the holder s obligation to purchase AmerUs common stock.

If the holder of a PRIDES settles a purchase contract early or if the holder s purchase contract is terminated as a result of a bankruptcy, insolvency or reorganization of AmerUs, that holder will have no right to receive any accrued contract adjustment payments or deferred contract adjustment payments.

What interest payments will I receive on the senior notes?

Interest payments on the senior notes will be payable initially at the annual rate of 5.50% of the principal amount of $25 to, but excluding, the reset date or, if no successful remarketing of the senior notes occurs, August 16, 2008 (the maturity date of the senior notes if no successful remarketing occurs). Following a successful remarketing of the senior notes, the senior notes will bear interest from the reset date at the reset rate to, but excluding, May 16, 2008 or, if the maturity of the senior notes is extended on the reset date, such extended maturity date. If interest on the senior notes is reset on a reset date that is not a scheduled interest payment date, holders of senior notes will receive on a reset date a payment of accrued and unpaid interest from the most recent interest payment date to, but excluding, such reset date. For United States federal income tax purposes, original issue discount will accrue on the senior notes.

What are the payment dates on the senior notes?

On or prior to the reset date, interest payments will be payable quarterly in arrears on each February 16, May 16, August 16 and November 16, commencing August 16, 2003, and on the reset date as described above in What interest payments will I receive on the senior notes? if the reset date is not otherwise a quarterly interest payment date. If interest on the senior notes is reset on a reset date that is not otherwise a quarterly interest payment date, the collateral agent will receive the interest payment made on senior notes included in Income PRIDES on that reset date, which will be paid to holders of Income PRIDES on the quarterly payment date next following that reset date.

From the reset date, interest payments on all senior notes will be paid semi-annually in arrears on the date that is six months from the reset date and, thereafter, on each date that is six months from the prior semi-annual interest payment date. If no successful remarketing of the senior notes occurs, interest payments on all senior notes will remain payable quarterly in arrears on the original quarterly interest payment dates.

When will the interest rate on the senior notes be reset?

Unless a tax event redemption has occurred, the reset rate on the senior notes will be determined on the date that the senior notes are successfully remarketed and that reset rate will become effective on the third business day immediately following the remarketing date. The business day on which the reset rate becomes effective is referred to as the reset date. If the senior notes are not successfully remarketed by the third business day immediately preceding August 16, 2006, the interest rate on the senior notes will not be reset.

What is the reset rate?

In the case of a determination on the third business day immediately preceding the reset date (other than August 16, 2006), the reset rate will be the rate determined by the reset agent as the rate the senior notes should bear in order for the senior notes included in Income PRIDES to have an approximate aggregate market value on the reset date equal to 100.25% of the remarketing Treasury portfolio purchase price plus the applicable remarketing fee. In the case of a determination on the third business day immediately preceding August 16, 2006, the reset rate will be the rate determined by the reset agent as the rate the senior notes should bear in order for each senior note to have an approximate market value on August 16, 2006 equal to 100.25% of the principal amount of that senior note plus the applicable remarketing fee. In addition, any reset rate may not exceed the maximum rate, if any, permitted by applicable law.

What is the maturity of the senior notes?

The initial maturity date of the senior notes will be May 16, 2008, provided that in no event shall the term to maturity of the senior notes that are successfully remarketed be less than two years from the reset date and provided that such initial maturity date may be extended to a date selected by AmerUs that is two, three, five, seven or 10 years from the reset date upon a successful remarketing of the senior notes. Such extended maturity date, if any, will be specified in the remarketing announcement and will become effective on the reset date. If the senior notes are not successfully remarketed by the third business day immediately preceding August 16, 2006, the maturity of the senior notes will be August 16, 2008.

When may the senior notes be redeemed?

The senior notes are redeemable at AmerUs option, in whole but not in part, only upon the occurrence and continuation of a tax event under the circumstances described in this prospectus supplement. Following a redemption of the senior notes in those circumstances, which is referred to as a tax event redemption, that occurs prior to a successful remarketing of the senior notes (or, if no successful remarketing occurs, prior to August 16, 2006), holders that own Income PRIDES will own the applicable ownership interest in the tax event Treasury portfolio as a component of their Income PRIDES.

For a description of the Treasury portfolio to be purchased in the context of a tax event redemption, see Specific Terms of The Senior Notes Tax Event Redemption.

What is the ranking of the senior notes?

The senior notes will rank equally with all other senior debt of AmerUs. The indenture under which the senior notes will be issued does not limit the amount of debt that AmerUs or its subsidiaries may incur. As of March 31, 2003, after giving effect to the sale of the PRIDES and the application of the net proceeds, on an unconsolidated basis, AmerUs would have had $264.8 million of senior indebtedness. As AmerUs is a holding company that conducts all of its operations through its subsidiaries, the senior notes are structurally subordinated to the claims of creditors and preferred stockholders of its subsidiaries. As of March 31, 2003, the total liabilities of the subsidiaries of AmerUs was $20.1 billion.

What are the principal United States federal income tax consequences related to the Income PRIDES, Growth PRIDES and senior notes?

AmerUs intends to treat the senior notes as contingent payment debt instruments that are subject to the contingent payment debt instrument rules for United States federal income tax purposes. Accordingly, through the reset date, and possibly thereafter, a holder of Income PRIDES or senior notes will be required to include in gross income an amount in excess of the interest actually received in respect of the senior notes, regardless of the holder s usual method of tax accounting, and will generally recognize ordinary income or loss, rather than capital gain or loss, on the sale, exchange or other disposition of the senior notes or of the Income PRIDES, to the extent such income is allocable to senior notes. A beneficial owner of Growth PRIDES will be required to include in gross income any original issue discount with respect to the Treasury securities as it accrues on a constant yield to maturity basis. If the Treasury portfolio has replaced the senior notes as a component of Income PRIDES as a result of a successful remarketing of the senior notes or a tax event redemption, a beneficial owner of Income PRIDES will be required to include in gross income its allocable share of original issue discount on the applicable Treasury portfolio as it accrues on a constant yield to maturity basis. To the extent AmerUs is required to file information returns with respect to contract adjustment payments or deferred contract adjustment payments, it intends to report such payments as taxable ordinary income to the beneficial owners of PRIDES, but holders may want to consult their tax advisors concerning possible alternative characterizations. See Material Federal Income Tax Consequences.

What are the rights and privileges of the AmerUs common stock?

The shares of AmerUs common stock that you will be obligated to purchase under the purchase contracts have one vote per share. For more information, please see the discussion of AmerUs common stock in this prospectus supplement under the heading Risk Factors and in the accompanying prospectus under the heading Description of Capital Stock.

Will the PRIDES be listed on a stock exchange?

AmerUs intends to apply to list the Income PRIDES on the New York Stock Exchange, under the symbol AMH PrA. AmerUs has no obligation and does not currently intend to apply for any separate listing of either the Growth PRIDES or the senior notes on any stock exchange.

What are the expected uses of proceeds from the offerings?

AmerUs estimates that it will receive net proceeds from this offering, after deducting underwriting discounts and commissions and estimated offering expenses, of approximately $120.3 million or approximately $138.4 million if the underwriters exercise their overallotment option in full.

We intend to use the net proceeds from this offering to reduce outstanding amounts owing under our revolving credit agreement that matures on December 12, 2004 and bears interest at LIBOR plus 1.125%, which amounts may be reborrowed. We intend to use the remainder of the net proceeds, if any, for other general corporate purposes.

The Offering Explanatory Diagrams

For illustrative purposes only, the following diagrams demonstrate some of the key features of the purchase contracts, the senior notes, the Income PRIDES and the Growth PRIDES, and the transformation of Income PRIDES into Growth PRIDES and separate senior notes. These diagrams and the related text are not complete, are general in nature and are qualified in their entirety by more detailed information appearing elsewhere in the accompanying prospectus, this prospectus supplement and in documents which are on file with the SEC. These diagrams assume that the senior notes are successfully remarketed, that the interest rate on the senior notes is reset on the reset date, that there is no early settlement and that the payment of contract adjustment payments is not deferred. One or more of these assumptions may be inaccurate.

For clarity, the following diagrams use approximate maturity and other dates as well as hypothetical AmerUs stock prices, percentages and interest and contract adjustment payment rates. There can be no assurance that the actual percentage and value of shares delivered at settlement of a purchase contract will be illustrated by the range of hypothetical percentages shown. In addition, there can be no assurance that total cash distributions on the PRIDES, payments of interest on the senior notes and contract adjustment payments on the purchase contracts will be at the rates shown below.

Purchase Contract

Income PRIDES and Growth PRIDES both include a purchase contract under which the holder agrees to purchase shares of AmerUs common stock at the end of 3.25 years. In addition, these purchase contracts include unsecured contract adjustment payments as shown in the diagrams on the following pages.

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(1) For each of the percentage categories shown, the percentage of shares to be delivered upon each settlement to a holder of Income PRIDES or Growth PRIDES is determined by dividing (a) the related number of shares to be delivered, as indicated in the footnote for each category, by (b) an amount equal to $25.00 divided by the reference price.

(2) If the applicable market value of AmerUs common stock is less than or equal to $26.00, the reference price, the number of shares to be delivered will be calculated by dividing $25.00 by $26.00. The applicable market value means the average of the closing price per share of AmerUs common

stock on each of the 20 consecutive trading days ending on the third trading day immediately preceding August 16, 2006.

(3) If the applicable market value of AmerUs common stock is between $26.00 and $33.80, the threshold appreciation price, the number of shares to be delivered will be calculated by dividing $25.00 by the applicable market value.

(4) If the applicable market value of AmerUs common stock is greater than or equal to $33.80, the number of shares to be delivered will be equal to the product of (a) the stated amount of $25 divided by the reference price, multiplied by (b) one minus a fraction, the numerator of which is $7.80, the difference between the threshold appreciation price and the reference price, and the denominator of which is the applicable market value at the settlement date.

(5) The reference price is $26.00, the last reported sale price of our common stock on the NYSE on May 21, 2003.

(6) The threshold appreciation price is $33.80.

Comparison of Applicable Market Value to Value of Common Stock Delivered at Settlement

The following table illustrates the value of AmerUs common stock to be received by a PRIDES investor compared to an investment made on the same day in AmerUs common stock. If you bought this PRIDES, your investment would be substantially similar to the risks and rewards of an investment in AmerUs common stock. However, you would not benefit from the first 30% appreciation in the market value per share of AmerUs common stock above $26.00, the reference price, which was the closing price of AmerUs common stock on the date of the prospectus supplement. You would receive 100% of the appreciation in market value per share of AmerUs common stock above the threshold appreciation price. In addition, until you settle the purchase contract, you would not receive any dividends on AmerUs common stock. Instead you would receive payments on your PRIDES at a rate of 6.25% per year until August 16, 2006.

Change in AmerUs Stock Price from the Reference Price	Hypothetical Applicable Market Value at Settlement Date	Hypothetical Number of Shares Delivered per Purchase Contract	Hypothetical Value of Shares Delivered per Purchase Contract
-50%	$13.00	0.9615	$12.50
-40%	$15.60	0.9615	$15.00
-30%	$18.20	0.9615	$17.50
-20%	$20.80	0.9615	$20.00
-10%	$23.40	0.9615	$22.50
-5%	$24.70	0.9615	$23.75
0%	$26.00	0.9615	$25.00
5%	$27.30	0.9158	$25.00
10%	$28.60	0.8741	$25.00
20%	$31.20	0.8013	$25.00
30%	$33.80	0.7396	$25.00
40%	$36.40	0.7555	$27.50
50%	$39.00	0.7692	$30.00

Income PRIDES

Each Income PRIDES consists of two components as illustrated below:

The holder owns the senior note but will pledge it to AmerUs to secure its obligations under the purchase contract.

Following a successful remarketing of the senior notes or a tax event redemption, the applicable ownership interest in the Treasury portfolio will replace the senior notes as a component of the Income PRIDES.

Growth PRIDES

Each Growth PRIDES consists of two components as illustrated below:

The investor owns the Treasury security but will pledge it to AmerUs to secure its obligations under the purchase contract.

Senior Notes

The senior notes have the terms illustrated below:

Transforming Income PRIDES into Growth PRIDES and Senior Notes

To create a Growth PRIDES, a holder separates an Income PRIDES into its two components purchase contract and the senior notes and then combines the purchase contract with a zero-coupon Treasury security that matures concurrently with the maturity of the purchase contract.

The senior note, which is no longer a component of the Income PRIDES, is tradeable as a separate security.

The holder owns the Treasury security but will pledge it to AmerUs to secure its obligations under the purchase contract.

The Treasury security together with the purchase contract constitutes a Growth PRIDES.

Following the successful remarketing of the senior notes or a tax event redemption, upon the transformation of an Income PRIDES into a Growth PRIDES, the applicable ownership interest in the Treasury portfolio, rather than the senior note, will be released to the holder and will trade separately.

The holder can also transform Growth PRIDES and senior notes into Income PRIDES. Following that transformation, the Treasury security, which is no longer a component of the Growth PRIDES, is tradeable as a separate security.

The transformation of Income PRIDES into Growth PRIDES and senior notes, and the transformation of Growth PRIDES and senior notes into Income PRIDES, can only be made in certain minimum amounts, as more fully described in this prospectus supplement.

RISK FACTORS

Investing in the PRIDES involves risk. In deciding whether to invest in the PRIDES, you should carefully consider the following risk factors, in addition to the other information contained in this prospectus supplement and the accompanying prospectus and the information incorporated by reference herein. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect us. If any of the following risks occur, our business, financial condition or results of operations could be materially and adversely affected. In that case, the value of the PRIDES and your investment could decline.

Risks Related to the PRIDES

Investors assume the risk that the market value of AmerUs common stock may decline.

Although holders of PRIDES will be the beneficial owners of the related senior notes, Treasury portfolio or Treasury securities, as the case may be, they do have an obligation pursuant to the purchase contract to buy AmerUs common stock. Unless holders pay cash to satisfy their obligations under the purchase contracts or the purchase contracts are terminated due to a bankruptcy, insolvency or reorganization of AmerUs, either the principal of the applicable ownership interest of the appropriate Treasury portfolio when paid at maturity or the proceeds derived from the remarketing of the senior notes, in the case of Income PRIDES, or the principal of the related Treasury securities when paid at maturity, in the case of Growth PRIDES, will automatically be used to purchase a specified number of shares of AmerUs common stock on behalf of PRIDES holders on August 16, 2006. The market value of the AmerUs common stock that PRIDES holders receive on that date may not equal or exceed the price per share of $26.00 effectively paid for the AmerUs common stock when they purchased the PRIDES. If the applicable market value of the AmerUs common stock is less than $26.00 per share on August 16, 2006, the aggregate market value of the AmerUs common stock issued pursuant to each purchase contract on that date will be less than the price per share effectively paid for the AmerUs common stock when PRIDES holders purchased the PRIDES. Accordingly, PRIDES holders assume the risk that the market value of the AmerUs common stock may decline and that the decline could be substantial.

The opportunity for equity appreciation provided by an investment in the PRIDES is less than that provided by a direct investment in AmerUs common stock.

The opportunity for equity appreciation afforded by investing in the PRIDES is less than the opportunity for equity appreciation if an investor invested directly in AmerUs common stock. The total applicable market value (which is measured by the common stock price over a 20-trading day period) of the shares underlying each purchase contract will increase above $25, only if the applicable market value of the common stock on the settlement date is more than 30% over $26.00, the closing price of the common stock on May 21, 2003. By comparison, if an investor had invested $25 directly in the common stock on May 21, 2003, the value of his investment would reflect the full amount of any increase in the common stock price above the reference price.

The trading prices for the PRIDES will be directly affected by the trading prices of AmerUs common stock, the general level of interest rates and AmerUs credit quality.

The trading prices of Income PRIDES and Growth PRIDES in the secondary market will be directly affected by the trading prices of AmerUs common stock, the general level of interest rates and AmerUs credit quality. It is impossible to predict whether the price of the AmerUs common stock or interest rates will rise or fall. Trading prices of the AmerUs common stock will be influenced by AmerUs operating results and prospects and by economic, financial and other factors. In addition, general market conditions, including the level of, and fluctuations in, the trading prices of stocks generally, and sales by AmerUs of substantial amounts of its common stock in the market after the offering of the PRIDES, or the perception that such sales could occur, could affect the price of AmerUs common stock. Fluctuations in interest rates may give rise to arbitrage opportunities based upon changes in the relative value of the AmerUs common stock underlying the purchase contracts and of the other components of the PRIDES. Any such arbitrage could, in turn, affect the trading prices of the Income PRIDES, Growth PRIDES, senior notes and AmerUs common stock.

Holders of PRIDES will not be entitled to any rights with respect to AmerUs common stock but will be subject to all changes made with respect to AmerUs common stock.

Holders of PRIDES will not be entitled to any rights with respect to the AmerUs common stock (including, without limitation, voting rights and rights to receive any dividends or other distributions on the AmerUs common stock), but will be subject to all changes affecting the common stock. Holders of PRIDES will only be entitled to rights on the AmerUs common stock if and when AmerUs delivers shares of AmerUs common stock upon settlement of PRIDES on August 16, 2006, or as a result of early settlement, as the case may be, and the applicable record date, if any, for the receipt of dividends or other distributions occurs after that date (and then, only with respect to the shares actually delivered on or before such date). For example, in the event that an amendment is proposed to AmerUs Amended and Restated Articles of Incorporation in connection with a recapitalization of AmerUs and the record date for determining the shareholders of record entitled to vote on the amendment occurs prior to delivery of the AmerUs common stock to holders of PRIDES, those holders will not be entitled to vote on the amendment, although they will nevertheless be subject to any changes in the powers, preferences or special rights of AmerUs common stock.

Future issuances by AmerUs of additional shares of its common stock may materially and adversely affect the price of its common stock and the PRIDES.

The number of shares of AmerUs common stock that holders of PRIDES are obligated to purchase on August 16, 2006, or as a result of early settlement of a purchase contract, is subject to adjustment for certain events arising from stock splits and combinations, stock dividends and certain other actions by AmerUs that significantly modify its capital structure. AmerUs will not adjust the number of shares of AmerUs common stock that the holders are to receive on August 16, 2006 or as a result of early settlement of a purchase contract, for other events, including offerings by AmerUs of its common stock for cash, settlement of purchase contracts that are components of securities of AmerUs that are similar to the PRIDES or in connection with acquisitions. AmerUs is not restricted from issuing additional shares of its common stock during the term of the purchase contracts and has no obligation to consider the interests of holders of PRIDES for any reason. If AmerUs issues additional shares of its common stock, that may materially and adversely affect the price of AmerUs common stock and, because of the relationship of the number of shares holders are to receive on August 16, 2006 to the price of AmerUs common stock, such other events may adversely affect the trading price of Income PRIDES or Growth PRIDES.

The purchase contract agreement will not be qualified under the Trust Indenture Act. The obligations of the purchase contract agent will be limited.

The purchase contract agreement relating to the PRIDES will not be qualified under the Trust Indenture Act. The purchase contract agent under the purchase contract agreement, who will act as the agent and the attorney-in-fact for the holders of the PRIDES, will not be qualified as a trustee under the Trust Indenture Act. Accordingly, holders of the PRIDES will not have the benefits of the protections of the Trust Indenture Act other than to the extent applicable to a senior note included in an Income PRIDES or as specified in the purchase contract agreement, such as the right to cause the purchase contract agent to be removed for conflicting interests, as defined in the Trust Indenture Act. Under the terms of the purchase contract agreement, the purchase contract agent will have only limited obligations to the holders of the PRIDES.

If a security is issued under an indenture, you as a holder would generally have the following additional protections: (1) provisions that obligate an indenture trustee, within 90 days of ascertaining that it has a conflicting interest, to either eliminate the conflicting interest or resign; (2) provisions that prevent an indenture trustee that is also a creditor of the issuer from improving its own credit position at the expense of you as the security holder immediately before or after an indenture default; and (3) the requirement that the indenture trustee deliver reports at least once a year with respect to the indenture trustee and the securities issued under the indenture.

The secondary market for the PRIDES may be illiquid.

It is not possible to predict how Income PRIDES, Growth PRIDES or senior notes will trade in the secondary market or whether the secondary market will be liquid or illiquid. There is currently no secondary market for these Income PRIDES, Growth PRIDES or senior notes. AmerUs intends to apply for listing of the Income PRIDES on the NYSE. AmerUs has no obligation or current intention to apply for listing of the Growth PRIDES or senior notes. There can be no assurance as to the liquidity of any secondary market that may develop for the Income PRIDES, the Growth PRIDES or the senior notes, a holder s ability to sell these securities or whether a trading market, if it develops, will continue. In addition, in the event a holder were to substitute Treasury securities for senior notes or senior notes for Treasury securities, thereby converting Income PRIDES to Growth PRIDES or Growth PRIDES to Income PRIDES, as the case may be, the liquidity of Income PRIDES or Growth PRIDES could be adversely affected. There can be no assurance that the Income PRIDES will not be delisted from the NYSE or that trading in the Income PRIDES will not be suspended as a result of the election by one or more holders to create Growth PRIDES by substituting collateral, which could cause the number of Income PRIDES to fall below the requirement for listing securities on the NYSE that at least 1,000,000 Income PRIDES be outstanding at any time.

A PRIDES holder s rights to the pledged securities will be subject to AmerUs security interest.

Although PRIDES holders will be beneficial owners of the related senior notes, Treasury securities or Treasury portfolio, as applicable, those securities will be pledged to BNY Midwest Trust Company, as the collateral agent, to secure the holders obligations under the related purchase contracts. Thus, the holders rights to the pledged securities will be subject to AmerUs security interest. Additionally, notwithstanding the automatic termination of the purchase contracts in the event that AmerUs becomes the subject of a case under the U.S. Bankruptcy Code, the delivery of the pledged securities to holders of PRIDES may be delayed by the imposition of the automatic stay of Section 362 of the Bankruptcy Code.

AmerUs may redeem the senior notes upon the occurrence of a tax event.

AmerUs has the option to redeem the senior notes, on not less than 30 days nor more than 60 days prior written notice, in whole but not in part, if a tax event occurs and continues under the circumstances described in this prospectus supplement under Specific Terms of the Senior Notes Tax Event Redemption. If AmerUs exercises this option, it will redeem the senior notes at the redemption price plus accrued and unpaid interest, if any. If AmerUs redeems the senior notes, it will pay the redemption price in cash to the holders of the senior notes. If the tax event redemption occurs before the reset date, or before August 16, 2006 if the senior notes are not successfully remarketed, the redemption price payable to holders of the Income PRIDES in respect of senior notes that are included in Income PRIDES will be distributed to the collateral agent, who in turn will apply an amount equal to the redemption price to purchase a tax event Treasury portfolio on behalf of the holders, and will remit the remainder of the redemption price to the holders, and the tax event Treasury portfolio will be substituted for senior notes that are components of Income PRIDES as collateral to secure the holders obligations under the purchase contracts related to the Income PRIDES. Holders of senior notes that are not components of Income PRIDES will receive redemption payments directly. There can be no assurance as to the effect on the market prices for the Income PRIDES if AmerUs substitutes a tax event Treasury portfolio as collateral in place of any senior notes so redeemed. A tax event redemption will be a taxable event to the holders of the senior notes.