

ASSURANT INC
Form 4
December 05, 2006

FORM 4

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

OMB APPROVAL

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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 *
PENINGER MICHAEL J

(Last) (First) (Middle)

ONE CHASE MANHATTAN
PLAZA, 41ST FLOOR

(Street)

NEW YORK, NY 10005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Exec. VP; Pres. and CEO / Assurant Employee Benefits

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | 12/01/2006 | | M | | 10,836.82 | A | \$ 22 |
| Common Stock | 12/01/2006 | | D | | 4,337.88 | D | \$ 54.96 |
| Common Stock | 12/01/2006 | | F | | 2,536 | D | \$ 54.96 |
| Common Stock | 12/01/2006 | | M | | 23,343.8 | A | \$ 21.56 |
| Common Stock | 12/01/2006 | | D | | 9,157.43 | D | \$ 54.96 |
| Common Stock | 12/01/2006 | | | | | | 27,628.664 |
| Common Stock | 12/01/2006 | | | | | | 23,290.784 |
| Common Stock | 12/01/2006 | | | | | | 20,754.784 |
| Common Stock | 12/01/2006 | | | | | | 44,098.584 |
| Common Stock | 12/01/2006 | | | | | | 34,941.154 |

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Common Stock 12/01/2006 F 5,536 D \$ 29,405.154 D
54.96 (1) (2)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 21.56 | 12/01/2006 | | M | 23,343.8 | 02/04/2005 | 01/01/2009 | Common Stock |
| Stock Appreciation Right | \$ 22 | 12/01/2006 | | M | 10,836.82 | 02/04/2005 | 01/01/2009 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| PENINGER MICHAEL J ONE CHASE MANHATTAN PLAZA 41ST FLOOR NEW YORK, NY 10005 | | | Exec. VP; Pres. and CEO | Assurant Employee Benefits |

Signatures

Lisa Richter 12/05/2006
Attorney-in-Fact

**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) Includes a total of 12,613 shares, net of tax withholding, (rounded to the nearest whole share) granted to Reporting Person pursuant to exercise of these SARs.

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(2) Includes 189.093 shares acquired under the Assurant, Inc. Amended and Restated 2004 Employee Stock Purchase Plan on June 30, 2006.

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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