

ASSURANT INC
Form 4
December 05, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____X____ Other (specify
below) below)
Exec. VP; Pres. and CEO / Assurant
Employee Benefits

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

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

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)

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 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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