

FBL FINANCIAL GROUP INC

Form S-8 POS

August 28, 2006

Table of Contents

As filed with the Securities and Exchange Commission on August __, 2006.
Registration No. 333-108161

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
FBL FINANCIAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Iowa

42-1411715

(State or other jurisdiction of
incorporation or organization)

(IRS Employer Identification No.)

5400 University Avenue, West Des Moines, Iowa

50266

(Address of Principal Executive Offices)

(Zip Code)

AMENDED AND RESTATED FBL FINANCIAL GROUP, INC.
1996 CLASS A COMMON STOCK COMPENSATION PLAN

(Full title of the plan)

Stephen M. Morain, Esq., 5400 University Avenue, West Des Moines, IA 50266

(Name and address of agent for service)

515-225-5410

(Telephone number, including area code, of agent for service)

COPY TO:

Robert A. Simons, Esq., 5400 University Avenue, West Des Moines, IA 50266

(Name and address)

(515) 226-6141

(Telephone number)

TABLE OF CONTENTS

SIGNATURES

Table of Contents

DEREGISTRATION OF SHARES

This post-effective amendment relates to FBL Financial Group, Inc.'s (the Registrant) Registration Statement on Form S-8 (Registration No. 333-1208161) (the Registration Statement), filed with the Securities and Exchange Commission (the SEC) on August 22, 2003, relating to 5,000,000 shares of Class A Common Stock, no par value (the Shares) of the Registrant reserved for issuance under the Registrant's 1996 Class A Common Stock Compensation Plan (the 1996 Plan). Of the 5,000,000 Shares registered in connection with the 1996 Plan, 3,387,227 have not been issued and are not subject to future issuance under the 1996 Plan. This post-effective amendment to the Registration Statement (the Post-Effective Amendment) is hereby filed to deregister an aggregate of 3,387,227 Shares previously registered that have not been issued and will not in the future be issued under the 1996 Plan.

Prior to the filing of this Post-Effective Amendment, the Board of Directors and the shareholders of the Registrant approved and adopted the 2006 Class A Common Stock Compensation Plan (the 2006 Plan). Pursuant to Rule 457(p) of Regulation C and Section 4.5 of the EDGAR Filer Manual (Volume II February 2006), the filing fee paid in connection with the initial registration of the 3,387,227 Shares will be carried forward and offset against the filing fee required for the registration statement on Form S-8 filed on or about the date hereof in connection with the registration of Shares that may be issued under the 2006 Plan. However, Shares previously registered under the Registration Statement that are not being deregistered hereby remain subject to outstanding options granted under the Registrant's 1996 Plan. Accordingly, the Registration Statement will remain in effect to cover the potential exercise of such outstanding options or purchase of Shares.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of West Des Moines, State of Iowa, on August 23, 2006.

FBL FINANCIAL GROUP, INC.

/s/ WILLIAM J. ODDY

William J. Oddy
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement or amendment thereto has been signed by the following person or persons in the capacities and on the dates indicated.

Table of Contents

Executed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
	Chief Executive Officer and Director (Principal Executive Officer)	August 23, 2006
/S/ WILLIAM J. ODDY		
William J. Oddy		
/S/ JAMES W. NOYCE	(Principal Financial and Accounting Officer)	August 23, 2006
James W. Noyce		
*	Director	
Steven L. Baccus		
*	Director	
Jerry L. Chicoine		
*	Director	
Jerry C. Downin		
	Director	
Tim H. Gill		
	Director	
Robert H. Hanson		

Table of Contents

	*	Director
G. Steven Kouplen		
	*	Director
Craig A. Lang		
		Director
Paul E. Larson		
		Director
Edward W. Mehrer		
	*	Director
Frank S. Priestley		
		Director
Kim M. Robak		
	*	Director

John E. Walker

/s/ WILLIAM J. ODDY

August 23, 2006

* William J. Oddy, attorney in fact

for persons delineated by *