

ASSURANT INC  
Form 4  
March 07, 2011

**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 \*  
FREEDMAN ALLEN

(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)  
03/03/2011

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/03/2011		M	A	\$ 22	23,808.23	D
Common Stock	03/03/2011		D	D	\$ 40.05	22,935.23 <sup>(1)</sup>	D
Common Stock	03/04/2011		S	D	\$ 39.38	22,835.23	D
Common Stock	03/04/2011		S	D	\$ 39.37	22,735.23	D
Common Stock	03/04/2011		S	D	\$ 39.36	21,214.23	D

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Common Stock	03/04/2011	S	1,439	D	\$ 39.35	19,775.23	D
Common Stock	03/04/2011	S	2,059	D	\$ 39.3415	17,716.23	D
Common Stock	03/04/2011	S	200	D	\$ 39.29	17,516.23	D
Common Stock	03/04/2011	S	400	D	\$ 39.25	17,116.23	D
Common Stock	03/04/2011	S	650	D	\$ 39.23	16,466.23	D
Common Stock	03/04/2011	S	1,550	D	\$ 39.22	14,916.23	D
Common Stock	03/04/2011	S	400	D	\$ 39.21	14,516.23	D
Common Stock	03/04/2011	S	2,200	D	\$ 39.2	12,316.23	D
Common Stock	03/04/2011	S	1,900	D	\$ 39.19	10,416.23	D
Common Stock	03/04/2011	S	700	D	\$ 39.18	9,716.23	D
Common Stock	03/04/2011	S	100	D	\$ 39.175	9,616.23	D
Common Stock	03/04/2011	S	200	D	\$ 39.17	9,416.23	D
Common Stock	03/04/2011	S	700	D	\$ 39.16	8,716.23	D
Common Stock	03/04/2011	S	600	D	\$ 39.15	8,116.23	D
Common Stock	03/04/2011	S	200	D	\$ 39.13	7,916.23	D
Common Stock	03/04/2011	S	200	D	\$ 39.11	7,716.23 <sup>(2)</sup>	D

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)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 22	03/03/2011		M	1,591	02/04/2009	02/04/2014	Common Stock	1,591

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEDMAN ALLEN ONE CHASE MANHATTAN PLAZA 41ST FLOOR NEW YORK, NY 10005	X			

## Signatures

Lisa Richter  
Attorney-in-Fact

03/07/2011

\*\*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 718 shares (rounded to the nearest whole share) granted to Reporting Person pursuant to exercise of these SARs.
- (2) Includes restricted stock units.

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