

KAVANAUGH JOHN P
Form 4
August 26, 2005

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 *
KAVANAUGH JOHN P

2. Issuer Name and Ticker or Trading Symbol
ALLMERICA FINANCIAL CORP
[AFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

C/O ALLMERICA FINANCIAL CORP, 440 LINCOLN ST. (N-470)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WORCESTER, MA 01653

(City) (State) (Zip)

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/25/2005		M			12,000	A	\$ 27.5	46,270	D	
Common Stock	08/25/2005		S			400	D	\$ 41.95	45,870	D	
Common Stock	08/25/2005		S			200	D	\$ 41.96	45,670	D	
Common Stock	08/25/2005		S			900	D	\$ 41.97	44,770	D	
Common Stock	08/25/2005		S			100	D	\$ 41.98	44,670	D	

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Common Stock	08/25/2005	S	600	D	\$ 42	44,070	D
Common Stock	08/25/2005	S	800	D	\$ 42.01	43,270	D
Common Stock	08/25/2005	S	500	D	\$ 42.036	42,770	D
Common Stock	08/25/2005	S	900	D	\$ 42.04	41,870	D
Common Stock	08/25/2005	S	500	D	\$ 42.045	41,370	D
Common Stock	08/25/2005	S	2,500	D	\$ 42.06	38,870	D
Common Stock	08/25/2005	S	300	D	\$ 42.08	38,570	D
Common Stock	08/25/2005	S	2,300	D	\$ 42.09	36,270	D
Common Stock	08/25/2005	S	1,200	D	\$ 42.1	35,070	D
Common Stock	08/25/2005	S	300	D	\$ 42.11	34,770	D
Common Stock	08/25/2005	S	500	D	\$ 42.12	34,270 ⁽¹⁾	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 27.5	08/25/2005		M	12,000	⁽²⁾ 06/17/2006	Common Stock	12,000

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAVANAUGH JOHN P C/O ALLMERICA FINANCIAL CORP 440 LINCOLN ST. (N-470) WORCESTER, MA 01653			Vice President	

Signatures

Charles F. Cronin, pursuant to Confirming Statement

08/26/2005

 **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) 481 shares held indirectly by 401(k) plan.

(2) On June 17, 1996, the reporting person was granted 15,000 shares under 1996 Long-Term Stock Incentive Plan, which option became exercisable at rate of 20% per year on each of the first five anniversaries of the transaction date (December 31, 1996).

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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