ASSURANT INC Form 4 April 25, 2017

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Price Stonehill Robyn

2. Issuer Name and Ticker or Trading

Symbol

ASSURANT INC [AIZ]

ASSURANT, INC., 28 LIBERTY STREET, 41 FL.

(Street)

(Ctota)

(First)

(Middle)

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

04/21/2017

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

(Check all applicable)

Director 10% Owner __Other (specify X_ Officer (give title _ below)

EVP, Chief HR Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10005

| (City) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|-----------------|---------------------|--|-------------------------------|------------------------|-----------|----------------|-------------------|--------------|--------------|--|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | | | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of | | | d of | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | (D) | | | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | | | Owned | Indirect (I) | Ownership | |
| | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | (4) | | Reported | | | |
| | | | | (A) | | Transaction(s) | | | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | |
| Common Stock | 04/21/2017 | | A | 1,117 (1) | A | \$0 | 29,012.413 | D | | |
| Common Stock | 04/21/2017 | | F | 461 (2) | D | \$ 94.7 | 28,551.413 (3) | 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 | f 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|-------------|--------------|---------------------|--------------------|------------|------------|---------------------|-----------------|--------------------|------------|-------------|--------|
| Derivative | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | /Year) | Under | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | or Title Number | | | |
| | | | | | | | | | | | |
| | | | | C-1- V | (A) (D) | | | | of | | |
| | | | | Code v | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Price Stonehill Robyn ASSURANT, INC. 28 LIBERTY STREET, 41 FL. NEW YORK, NY 10005

EVP, Chief HR Officer

Signatures

Paulette Lang 04/25/2017 Attorney-in-Fact

**Signature of Reporting Person

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).
- Represents the number of shares issued upon vesting of performance share units ("PSUs") based on the relative performance achieved **(1)** during the 2014-2016 performance cycle.
- (2) Represents shares withheld to satisfy withholding obligations upon the April 21, 2017 PSU vesting.
- (3) Includes restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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