

DELPHI FINANCIAL GROUP INC/DE

Form 8-K

August 08, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of  
Report (Date  
of earliest  
event  
reported):

August 2, 2007

**DELPHI FINANCIAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

001-11462

13-3427277

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

1105 North Market Street, Suite 1230, P.O. Box 8985, Wilmington, DE

19899

(Address of principal executive offices)

(ZIP Code)

Registrant's  
telephone  
number,  
including  
area  
code

302-478-5142

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) On August 2, 2007, pursuant to the provisions of the Registrant's 2003 Employee Long-Term Incentive and Share Award Plan (the Plan), the Compensation Committee of the Registrant's Board of Directors approved amendments to the vesting terms for 11,598 Class A Common Stock restricted share units (Units) granted under the Plan to Mr. Robert M. Smith, Jr., the Registrant's Executive Vice President, in 2004 (the 2004 Units) and 10,185 Units granted to Mr. Smith under the Plan in 2005 (the 2005 Units). Pursuant to such amendments, one-third of the 2004 Units became immediately exercisable, with the remainder of the 2004 Units to become exercisable in two equal annual installments on February 11, 2008 and February 11, 2009, and the 2005 Units will become exercisable in three equal annual installments beginning on February 9, 2008.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DELPHI FINANCIAL GROUP, INC.

/s/ ROBERT ROSENKRANZ

Robert Rosenkranz

Chairman of the Board and Chief

Executive Officer

(Principal Executive Officer)

Date: August 8, 2007