

DELPHI FINANCIAL GROUP INC/DE

Form 4/A

February 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENKRANZ ROBERT

2. Issuer Name **and** Ticker or Trading
Symbol
**DELPHI FINANCIAL GROUP
INC/DE [DFG]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**590 MADISON AVENUE, 30TH
FLOOR**

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

(Street)
NEW YORK, NY 10022

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/07/2006

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

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount (A) or (D)	Price			
Class A Common Stock	09/05/2006		M		49,944	A \$ 13.1111	196,905	I	By corporation.
Class A Common Stock	09/05/2006		S		49,944	D \$ 38.69	146,961	I	By corporation.
Class A Common Stock	09/06/2006		M		62,900	A \$ 13.1111	209,861	I	By corporation.
Class A	09/06/2006		S		62,900	D \$ 38.56	146,961	I	By

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Common Stock									corporation.
Class A Common Stock	09/07/2006		M	64,400	A	\$ 13.1111	211,361	I	By corporation.
Class A Common Stock	09/07/2006		S	64,400	D	\$ 38.51	146,961	I <u>(1)</u>	By corporation. (1)

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)

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
Employee Stock Option (right to buy)	\$ 13.1111	09/05/2006		M		49,944		01/11/2000	01/11/2010	Class A Common Stock	49,944
Employee Stock Option (right to buy)	\$ 13.1111	09/06/2006		M		62,900		01/11/2000	01/11/2010	Class A Common Stock	62,900
Employee Stock Option (right to buy)	\$ 13.1111	09/07/2006		M		64,400		01/11/2000	01/11/2010	Class A Common Stock	64,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENKRANZ ROBERT 590 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X	Chairman & CEO	

Signatures

Chad W. Coulter, Attorney-in-Fact for Robert
Rosenkranz

02/23/2007

__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) Amended to reflect 112,894 shares owned by corporation, in addition to 34,067 shares held directly; these amounts reflect shares received pursuant to the issuer's 3-for-2 stock split effected on June 1, 2006.
- (2) Not applicable.

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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