### Edgar Filing: ASTHEIMER KENNETH - Form 4

	R KENNETH										
Form 4	0005										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington D.C. 20549								OMB AF OMB Number:	PROVAL 3235-0287		
Washington, D.C. 20549Check this box if no longer subject to Section 16.Form 4 or Form 5 obligations may continue.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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							January 31Expires:2005Estimated averageburden hours perresponse0.5				
(Print or Type F	Responses)										
ASTHEIMER KENNETH Symbols LAN			Symbol LANDA	Issuer Name <b>and</b> Ticker or Trading nbol NDAMERICA FINANCIAL OUP INC [LFG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) (Street)			3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004					Director 10% Owner X Officer (give title Other (specify below) below) Executive Vice President			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/16/2004			M	315	(D) A	<u>(4)</u>	12,455	D		
Common Stock	12/16/2004			D	315	А	\$ 56.14	12,140	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: ASTHEIMER KENNETH - Form 4

# 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)	4. Transacti Code (Instr. 8)	5. Number on 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. F Der Sec (Ins
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	<u>(2)</u>	12/16/2004	М	315	08/08/1988	08/08/1988	Common Stock	315	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
ASTHEIMER KENNETH								
			Executive Vice President					
Signatures								
Kenneth Astheimer by Wm. Cl Perrine	nadwick		01/28/2005					
**Signature of Reporting Perso	n		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).

The phantom stock units disposed were cash units that vested on the anniversary date of the grant. The units were hypothetically(1) converted to common stock and hypothetically sold at the closing price on December 16,2004, with the insider receiving cash for the value of the units. The reporting of this transaction should have taken place two business days after the vesting date.

- (2) There is no Conversion or Exercise Price of Derivative Security.
- (3) There is no Price of Derivative Security.
- (4) There is no price of the acquired securities.

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.