

AMERICAN MEDICAL SECURITY GROUP INC

Form 4

December 15, 2004

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZIELINSKI THOMAS G

2. Issuer Name and Ticker or Trading
Symbol

AMERICAN MEDICAL
SECURITY GROUP INC [AMZ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O AMERICAN MEDICAL
SECURITY GROUP INC, 3100
AMS BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive VP of Operations

(Street)

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

GREEN BAY, WI 54313

(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
Common Stock	12/13/2004		D		8,500	D	\$ 32.75
							0

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Number Shares
Employee Stock Option (right to buy)	\$ 8.875	12/13/2004		D		117,000		<u>(1)</u>	08/22/2011	Common Stock	117,000
Employee Stock Option (right to buy)	\$ 5.8125	12/13/2004		D		43,000		<u>(2)</u>	11/16/2011	Common Stock	43,000
Employee Stock option (right to buy)	\$ 5.1875	12/13/2004		D		35,000		<u>(3)</u>	11/16/2012	Common Stock	35,000
Employee Stock option (right to buy)	\$ 10.2	12/13/2004		D		50,000		<u>(4)</u>	11/28/2013	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 14.41	12/13/2004		D		42,500		<u>(5)</u>	01/19/2015	Common Stock	42,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZIELINSKI THOMAS G C/O AMERICAN MEDICAL SECURITY GROUP INC 3100 AMS BLVD GREEN BAY, WI 54313	Executive VP of Operations

Signatures

/s/Cheryl A. Thomson
Attorney-in-Fact

12/15/2004

__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) This option vested in four equal annual installments beginning August 23, 2000.
- (2) This option vested in four equal annual installments beginning November 17, 2000.
- (3) This option vested in four equal annual installments beginning November 17, 2001.
- (4) This option vested in four equal annual installments beginning November 29, 2002.
- (5) This option vested in four equal annual installments beginning January 20, 2004.

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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