

Lyons Dianne M
Form 4/A
January 09, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lyons Dianne M

2. Issuer Name and Ticker or Trading Symbol
UNITED FIRE & CASUALTY CO
[UFCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
118 SECOND AVENUE SE, P.O.
BOX 73909

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP/Chief Financial Officer

(Street)
CEDAR RAPIDS, IA 52407-3909

4. If Amendment, Date Original Filed(Month/Day/Year)
12/23/2011

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 Ownership (Instr. 4)
Common Stock	12/19/2011		M ⁽¹⁾	V 400 A	\$ 15.16 6,806 ⁽²⁾	D	
Common Stock	12/19/2011		D ⁽³⁾	V 308 D	\$ 19.69 ⁽⁴⁾ 6,498 ⁽⁵⁾	D	
Common Stock					1,899 ⁽⁶⁾	I	By 401(k) Plan for self
Common Stock					1,241	I	By Issuer's Employee Stock

Ownership
Plan for
Self

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 15.16	12/19/2011		M ⁽¹⁾	V 400	⁽⁷⁾ 02/15/2012	Common Stock 400	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lyons Dianne M 118 SECOND AVENUE SE P.O. BOX 73909 CEDAR RAPIDS, IA 52407-3909			VP/Chief Financial Officer	

Signatures

/s/Dianne M.
Lyons 01/09/2011

**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 transaction represents the exercise of vested, in-the-money stock options.

The total number of securities beneficially held directly by the reporting person following the reported transaction includes: 3,580 shares of restricted stock issued under the Company's 2008 Stock Plan which vest, subject to certain conditions, on 02/18/2016; 2,151 shares of restricted stock issued under the Company's 2008 Stock Plan which vest, subject to certain conditions, on 05/21/2013; and 1075 shares held of record by Ms. Lyons directly.
- (2) This transaction represents the exempt transfer of securities held longer than six months by Ms. Lyons to the Company to pay the exercise price of vested, in-the-money stock options.
- (3) The price per share is the closing price of the Company's common stock on the date of the reported transaction.

The total number of securities beneficially held directly by the reporting person following the reported transaction includes: 3,580 shares of restricted stock issued under the Company's 2008 Stock Plan which vest, subject to certain conditions, on 02/18/2016; 2,151 shares of restricted stock issued under the Company's 2008 Stock Plan which vest, subject to certain conditions, on 05/21/2013; and 767 shares held of record by Ms. Lyons directly.
- (4) The number of securities shown as being held in or acquired by the Issuer's 401(k) Plan for Ms. Lyons' benefit are the approximate number of shares of common stock for which Ms. Lyons has the right to direct the vote under the 401(k) Plan. Such shares are not directly allocated to plan participants, but are instead held in a unitized fund consisting primarily of common stock, together with a small percentage of short-term investments. 401(k) Plan participants acquire units of this fund.
- (5) All options currently exercisable.
- (6)
- (7)

Remarks:

This amended filing is made to correct the number of shares reported in Column 5 of Table I as being beneficially owned by the

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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