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DELPHI FINANCIAL GROUP INC/DE
Form 8-K
February 14, 2006

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): February 8, 2006

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

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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 1.01. Entry into a Material Definitive Contract

On February 8, 2006, the Stock Option and Compensation Committee (the "Committee") of the Board of Directors of Delphi Financial Group, Inc. (the "Company") approved a 2005 bonus payment in the amount of \$1,000,000 to Robert Rosenkranz, the Company's President and Chief Executive Officer. This approval was made pursuant to the 2005 Performance Goals (the "2005 Goals") adopted by the Committee in February 2005 pursuant to the Company's Annual Incentive Compensation Plan (the "Annual Incentive Plan"). The 2005 Goals contained various independent performance elements, each of which, if satisfied, enabled Mr. Rosenkranz to earn a specified percentage of his base salary, subject to the ability of the Committee to exercise negative discretion. These elements included operating earnings per share, operating return on equity, Company stock performance, performance of the Company's investment portfolio and of a new investment or insurance product initiative, and the completion of specified capital markets and other transactions.

On February 8, 2006, the Committee approved the payment of discretionary 2005 bonuses to the following other named executive officers in the following amounts: Chad W. Coulter - \$225,000; Lawrence E. Daurelle - \$333,476; Harold F. Ilg - \$486,202; and Robert M. Smith, Jr. - \$500,000. In Mr. Daurelle's case, the indicated amount reflected a discretionary 10% upward adjustment, pursuant to the terms of the program, of the amount earned under the Reliance Standard Life Insurance Company 2005 management incentive program due to the attainment of the operating income goal specified in the program.

On February 8, 2006, pursuant to the provisions of the Company's Amended and Restated Long-Term Incentive Plan, the Committee granted a discretionary award of 48,904 deferred shares of the Company's Class B Common Stock to Mr. Rosenkranz for 2005. In addition to the provisions of such plan, the vesting of such deferred shares is subject to the requirement that a retirement that would otherwise entitle Mr. Rosenkranz to receive the underlying shares of stock must occur on or after February 8, 2009. Such requirement will be eliminated with respect to 16,301 of such deferred shares on each of February 8, 2007 and February 8, 2008 and, with respect to the remaining deferred shares, on February 8, 2009.

On February 8, 2006, pursuant to the provisions of the Company's 2003 Employee Long-Term Incentive and Share Award Plan, the Committee awarded 4,784 and 7,442 Class A Common Stock restricted share units to Mr. Coulter and Mr. Smith, respectively. The awards vest in three substantially equal annual installments beginning on February 8, 2009.

On February 8, 2006, the Committee adopted 2006 Performance Goals for Mr. Rosenkranz pursuant to the Annual Incentive Plan. The performance elements and bonus structure of the 2006 Performance Goals are substantially similar to those contained in the 2005 Goals for Mr. Rosenkranz, as discussed above.

Pursuant to the requirements of the Securities Exchange Act of 1934, the

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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, President
and Chief Executive Officer
(Principal Executive Officer)

Date: February 14, 2006