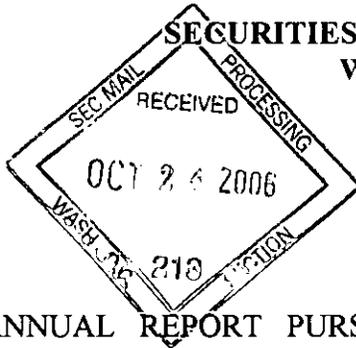


06060174

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



\_\_\_\_\_

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-14094

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Meadowbrook Insurance Group, Inc. 401(k) Profit Sharing Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Meadowbrook Insurance Group, Inc.  
26255 American Drive  
Southfield, Michigan 48034-6112

PROCESSED  
OCT 31 2006  
THOMSON  
FINANCIAL

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## **REQUIRED INFORMATION**

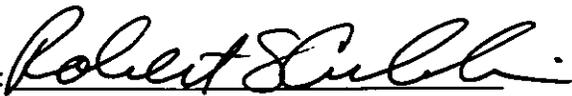
The Meadowbrook Insurance Group, Inc. 401(k) Profit Sharing Plan is subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Accordingly, the financial statements prepared in accordance with ERISA are provided as Exhibit 99.1 to this Form 11-K.

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**Meadowbrook Insurance Group, Inc.  
401(k) Profit Sharing Plan**

Date: October 12, 2006

By:   
Meadowbrook, Inc.  
as Plan Sponsor  
Name: Robert S. Cubbin  
Title: President

**MEADOWBROOK INSURANCE GROUP, INC. 401(K) PROFIT  
SHARING PLAN**

**EXHIBIT INDEX  
TO  
ANNUAL REPORT ON FORM 11-K**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   | <b>Sequential<br/>Page No.</b> |
|------------------------|----------------------|--------------------------------|
| 99.1                   | Financial Statements | 5                              |

**MEADOWBROOK, INC. 401(k)  
PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS  
DECEMBER 31, 2005 AND 2004**

MEADOWBROOK, INC. 401(k)  
PROFIT SHARING PLAN

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| Statements of Changes in Net Assets Available for Benefits | 3           |
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SUPPLEMENTAL INFORMATION

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Troy, MI 48098-6319  
t 248.952.0200 · f 248.952.0290

To the Trustees of  
Meadowbrook, Inc. 401(k) Profit Sharing Plan  
26255 American Drive  
Southfield, Michigan 48034-6112

### INDEPENDENT AUDITORS' REPORT

We were engaged to audit the accompanying financial statements of the Meadowbrook, Inc. 401(k) Profit Sharing Plan as of December 31, 2005 and 2004 and for the year ended December 31, 2005 and the supplemental schedule as of and for the year ended December 31, 2005 as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management accompanying statements of net assets available for benefits of Meadowbrook, Inc. 401(k) Profit Sharing Plan as of December 31, 2005 and 2004, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.130-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 1, which was certified by the Merrill Lynch Trust Company, the custodian of the Plan assets, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2005 and 2004 that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Gordon Advisors, P.C.*

August 28, 2006  
Troy, Michigan

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

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| <u>ASSETS</u>                                 | December 31,         |                      |
|-----------------------------------------------|----------------------|----------------------|
|                                               | 2005                 | 2004                 |
| <u>INVESTMENTS: - at fair value</u>           |                      |                      |
| Registered investment company stock           | \$ 22,530,231        | \$ 19,398,754        |
| Meadowbrook Insurance Group Inc. Common Stock | 668,179              | 666,921              |
| Participant loans                             | 499,588              | 568,303              |
| <u>TOTAL INVESTMENTS</u>                      | <u>23,697,998</u>    | <u>20,633,978</u>    |
| <u>RECEIVABLES:</u>                           |                      |                      |
| Accrued interest and dividends                | 37                   | 6,210                |
| Employee contribution                         | 82,835               | 74,403               |
| Employer contribution                         | 88,882               | 60,259               |
| <u>TOTAL RECEIVABLES</u>                      | <u>171,754</u>       | <u>140,872</u>       |
| <u>CASH AND CASH EQUIVALENTS</u>              | <u>2,967,733</u>     | <u>2,810,665</u>     |
| <u>NET ASSETS AVAILABLE FOR BENEFITS</u>      | <u>\$ 26,837,485</u> | <u>\$ 23,585,515</u> |

See Independent Auditors' Report and Accompanying Footnotes.

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

|                                               | Years Ended December 31, |                      |
|-----------------------------------------------|--------------------------|----------------------|
|                                               | 2005                     | 2004                 |
| <u>ADDITIONS -</u>                            |                          |                      |
| Additions to net assets attributed to:        |                          |                      |
| Investment income:                            |                          |                      |
| Interest and dividends                        | \$ 1,039,316             | \$ 573,994           |
| Net appreciation in fair value of investments | 689,672                  | 1,586,305            |
| Interest on participant loans                 | 29,006                   | 25,424               |
|                                               | <u>1,757,994</u>         | <u>2,185,723</u>     |
| Contributions:                                |                          |                      |
| Employer                                      | 812,669                  | 612,730              |
| Participants                                  | 2,557,888                | 2,351,641            |
| Participant rollovers                         | 421,013                  | 191,541              |
|                                               | <u>3,791,570</u>         | <u>3,155,912</u>     |
| <u>DEDUCTIONS -</u>                           |                          |                      |
| Deductions from net assets attributed to:     |                          |                      |
| Benefits paid to participants                 | 2,294,254                | 1,013,640            |
| Administrative expenses                       | 3,340                    | 0                    |
|                                               | <u>2,297,594</u>         | <u>1,013,640</u>     |
| Net increase                                  | 3,251,970                | 4,327,995            |
| <u>NET ASSETS AVAILABLE FOR BENEFITS AT:</u>  |                          |                      |
| Beginning of year                             | <u>23,585,515</u>        | <u>19,257,520</u>    |
| End of year                                   | <u>\$ 26,837,485</u>     | <u>\$ 23,585,515</u> |

See Independent Auditors' Report and Accompanying Footnotes.

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005 AND 2004

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NOTE:

1. DESCRIPTION OF PLAN

The following description of the Meadowbrook, Inc. 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering the employees of Meadowbrook, Inc. (the Company). All employees with six (6) months of service and who have reached the age of twenty and one half (20½) or older may enter the plan relative to their pre-tax contribution and relative to profit sharing contributions.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – 401(k) - Participants may make salary reduction contributions up to 75 percent of their compensation as defined by the Plan. Participants may direct the investment of their contributions into various investment options offered by the Plan. In 2005 and 2004 the Company contributed 50 percent of the first 6 percent of compensation that a participant contributed to the Plan, subject to certain limitations.

Contributions – Profit Sharing - The Company may contribute to the Plan out of its current or accumulated net profit as determined by the Company's Board of Directors.

Funding Policy - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, and (b) Plan earnings, and is charged with certain administrative fees.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions, their share of Company contributions, and earnings arising from participation in the Plan.

Investment Options - Upon enrollment in the Plan, a participant may direct contributions into any of approximately forty investment options. Participants may change their investment options on a daily basis.

Payment of Benefits - On termination of service, a participant may under certain circumstances, elect a joint or survivor annuity or choose from several other alternate methods of payment including a lump sum distribution.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are maintained on the accrual basis.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation - The Plan's investments are stated at fair value. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. The Company stock is valued at its quoted market price at year-end. Participant notes receivable are valued at cost which approximates fair value.

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
 NOTES TO THE FINANCIAL STATEMENTS  
 DECEMBER 31, 2005 AND 2004

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NOTE:

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits - Benefits are recorded when paid.

Risks and Uncertainties - The Plan provides for various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect participants' account balances and amounts reported in the statement of net assets available for benefits.

3. INVESTMENTS

The following presents investments at December 31, 2005 and 2004 that represent 5% or more of the Plan's net assets.

|                                           | <u>2005</u>  | <u>2004</u>  |
|-------------------------------------------|--------------|--------------|
| Mass Investors Trust                      | \$ 2,273,778 | \$ 2,240,519 |
| MFS - Emerging Growth Fund A              | 1,627,671    | 1,632,386    |
| The Oakmark International Fund Class II   | 1,325,302    | 977,944      |
| The Oakmark Equity & Income Fund Class II | 1,518,752    | 1,258,270    |
| ML - Basic Value Fund A                   | 2,111,191    | 2,207,866    |
| ML - Bond Fund - Intermediate Por A       | 1,074,749    | 1,015,354    |
| ML - Fundamental Growth Fund A            | 1,276,364    | 1,177,462    |
| ML - Retirement Reserves                  | 2,967,733    | 2,810,665    |

4. LOANS TO PARTICIPANTS

Loans to participants are secured by the participant's account and shall not exceed 50 percent of the participant's account. In no event shall the amount of any loan to a participant exceed \$50,000. The loans must bear a reasonable rate of interest.

5. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
NOTES TO THE FINANCIAL STATEMENTS  
DECEMBER 31, 2005 AND 2004

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## NOTE:

6. TRANSACTIONS WITH PARTIES-IN-INTEREST

The Plan holds common stock of Meadowbrook, Inc. in the Plan. Meadowbrook, Inc. is the Plan Sponsor, and therefore these transactions qualify as party-in-interest.

The Company paid all administrative fees with respect to the Plan during the years ended December 31, 2005 and 2004.

7. DEPARTMENT OF LABOR LIMITED SCOPE AUDIT

The Plan administrator that holds the Plan's investment assets and executes investment transactions has obtained a certification from the custodian as of and for the year ended December 31, 2005. This certification provides that the information regarding the investment assets, transactions, and income, and the schedules of investments and reportable transactions are complete and accurate.

8. TRUST AGREEMENTS

The Plan's assets, together with the income there from, are held by the Merrill Lynch Trust Company as units in pooled separate accounts and are administered by the custodian who is Merrill Lynch Trust Company. Loan fees and investment fees attributable to the Plan's investment transactions are paid by the Plan. All other costs of the Plan are paid by the Company.

9. BENEFITS PAYABLE

At December 31, 2005 and 2004, the net assets available for plan benefits included accounts of terminated participants of \$5,932,134 and \$5,395,131, respectively.

10. TAX STATUS

The Plan has adopted the Merrill Lynch Special Prototype Defined Contribution Plan and Trust which has received an Internal Revenue Service letter dated June 4, 2002 informing them that the Plan and related Trust are designed in accordance with applicable sections of the Internal Revenue Code. The Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

**MEADOWBROOK, INC. 401 (k)  
PROFIT SHARING PLAN**

**SUPPLEMENTAL INFORMATION  
DECEMBER 31, 2005 AND 2004**

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
 EIN 38-2645138, PN 333  
 Schedule H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

| (a)                                                        | (b)                                         | (c)  | (d)           | (e) |
|------------------------------------------------------------|---------------------------------------------|------|---------------|-----|
| Identity of Issue,<br>Borrower, Lessor or<br>Similar Party | Description of Investment                   | Cost | Current Value |     |
| AIM                                                        | AIM - Interim Government Fund Class A       | **   | \$ 149,290    |     |
| AIM                                                        | AIM - Interim Govt Fund Class A - GM        | **   | 376,360       |     |
| Alger                                                      | Alger Capital Apprctn Ptf Class A           | **   | 163,547       |     |
| Alger                                                      | Alger Midcap Growth Instl Port              | **   | 302,690       |     |
| Alger                                                      | Alger Midcap Growth Instl Port - GM         | **   | 161,970       |     |
| Alliance                                                   | Allianceber Technology A                    | **   | 153,077       |     |
| Davis                                                      | Davis NY Venture Fund Class A               | **   | 738,698       |     |
| Davis                                                      | Davis Series Financial Fund Class A         | **   | 140,823       |     |
| Davis                                                      | Davis Series Income Real Estate Fund A      | **   | 572,873       |     |
| EV                                                         | EV Worldwide Health Sciences                | **   | 300,145       |     |
| GAM                                                        | GAM International Fund Class A              | **   | 20,889        |     |
| Lord Abbett                                                | Lord Abett Mid Cap Value Class P            | **   | 1,172,309     |     |
| Lord Abbett                                                | Lord Abbett Mid Cap Value Class P - GM      | **   | 230,916       |     |
| MFS                                                        | MFS Emerging Growth Fund Class A            | **   | 1,627,671     |     |
| MFS                                                        | MFS Utilities Fund Class A                  | **   | 352,225       |     |
| MFS                                                        | Mass. Investors Trust                       | **   | 2,273,778     |     |
| Oppenheimer                                                | Oppenheimer Global Fund                     | **   | 482,675       |     |
| Phoenix-Seneca                                             | Phoenix-Seneca Growth Fund Class A          | **   | 47,630        |     |
| Seligman                                                   | Seligman Frontier Fund Class A              | **   | 29,780        |     |
| Seligman                                                   | Seligman Frontier Fund Class A - GM         | **   | 91,705        |     |
| Seligman                                                   | Seligman High Income Fund                   | **   | 77,995        |     |
| Statestreet                                                | Blackrock Aurora Fund                       | **   | 735,477       |     |
| Statestreet                                                | Blackrock Aurora Fund - GM                  | **   | 129,094       |     |
| The Oakman                                                 | The Oakman Equity & Income Fund Class II    | **   | 1,518,752     |     |
| The Oakman                                                 | The Oakman International Fund Class II      | **   | 1,325,302     |     |
| The Oakman                                                 | The Oakman Fund Class II                    | **   | 227,731       |     |
| The Oakman                                                 | The Oakman International Fund Class II - GM | **   | 687,884       |     |
| * Merrill Lynch                                            | ML - Balanced Capital Fund Class A          | **   | 400,451       |     |
| * Merrill Lynch                                            | ML - Basic Value Fund Class A               | **   | 2,111,191     |     |
| * Merrill Lynch                                            | ML - Basic Value Fund Class A - GM          | **   | 648,019       |     |
| * Merrill Lynch                                            | ML - BD Inter Term Class A                  | **   | 489,688       |     |
| * Merrill Lynch                                            | ML - BD Inter Term Por A                    | **   | 1,074,749     |     |
| * Merrill Lynch                                            | ML - Eurofund Class A                       | **   | 58,366        |     |
| * Merrill Lynch                                            | ML - Global Allocation Fund Class A         | **   | 873,080       |     |
| * Merrill Lynch                                            | ML - Fundamental Growth Fund A              | **   | 1,276,364     |     |
| * Merrill Lynch                                            | ML - Fundamental Growth Fund A - GM         | **   | 506,216       |     |
| SUBTOTAL                                                   |                                             |      | \$ 21,529,410 |     |

\* Identifies party - in - interest

\*\* Cost is not reported as the Plan is an individual account plan that is participant or beneficiary directed with respect to assets allocated to his or her account.

See Independent Auditors' Report.

MEADOWBROOK, INC. 401(k) PROFIT SHARING PLAN  
 EIN 38-2645138, PN 333  
 Schedule H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

| (a)                                                        | (b)                                     | (c)  | (d)           | (e)               |
|------------------------------------------------------------|-----------------------------------------|------|---------------|-------------------|
| Identity of Issue,<br>Borrower, Lessor or<br>Similar Party | Description of Investment               | Cost | Current Value |                   |
|                                                            | SUBTOTAL (continued from previous page) |      | \$            | 21,529,410        |
| * Merrill Lynch                                            | ML - S&P 500 Index Fund Class I         | **   |               | 419,647           |
| * Merrill Lynch                                            | ML - Small Cap Index Fund Class I       | **   |               | 303,773           |
| * Merrill Lynch                                            | ML - Pacific Fund Class A               | **   |               | 89,126            |
| * Merrill Lynch                                            | ML - Value Opportunities Fund Class A   | **   |               | 188,275           |
| * Common Stock                                             | Meadowbrook Insurance Group, Inc.       | **   |               | 668,179           |
| * Money Market                                             | ML - Retirement Reserves                | **   |               | 2,967,733         |
|                                                            | Participant Loans (5.00% - 10.50%)      |      |               | <u>499,588</u>    |
|                                                            | <u>TOTAL</u>                            |      | \$            | <u>26,665,731</u> |

\* Identifies party - in - interest

\*\* Cost is not reported as the Plan is an individual account plan that is participant or beneficiary directed with respect to assets allocated to his or her account.

