Edgar Filing: Gauthier John J - Form 4

| Gauthier John Form 4 | n J | | | | | | | | | | |
|---|---|--|---|---|--|------------------------|----------------------|---|--|--|--|
| November 10 | 0, 2009 | | | | | | | | | | |
| FORM | 4 | | | | ~ | | | OMB APPROVAL | | | |
| | UNIT | | | | | | | | OMB Number: | 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 of | ger STAT 6. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | Expires: January 31 200 Estimated average burden hours per response 0. | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | inue. Section | 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 R | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Gauthier John J | | | 2. Issuer Name and Ticker or Trading Symbol | | | | - | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | ALLIED WORLD ASSURANCE CO HOLDINGS LTD [AWH] | | | | | (Check all applicable) | | | | | |
| (M | | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/06/2009 | | | | Director 10% Owner X Officer (give title Other (specify below) below) SVP & C.I.O., Newmarket Admin | | | |
| | | | | f Amendment, Date Original ed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| PEMBROK | E, D0 HM 08 | | | | | | | Form filed by M Person | Iore than One Re | porting | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction I (Month/Day/Ye | ear) Executio any | | Code (Instr. 8) | 4. Securi on(A) or Di (Instr. 3, | 4 and (A) or | d of (D) 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) | | |
| Common Shares | 11/06/2009 | | | F | Amount 295 (1) | | Price \$ 46.75 | 3,743 <u>(2)</u> | 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.

 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. Transactic Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|--|---------------------|--------------------|-------|--|---|--|
| Repor | rting O | wners | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

| Reporting Owner Name / Address | | Relationships | | | | | | |
|---|------------|---------------|----------------------------------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Gauthier John J ALLIED WORLD ASSURANCE CO HOLDI LTD 27 RICHMOND ROAD PEMBROKE, D0 HM 08 | NGS, | | SVP & C.I.O., Newmarket Admin | | | | | |
| Signatures | | | | | | | | |
| /s/ Wesley D. Dupont, Power of Attorney | 11/10/2009 | | | | | | | |
| **Signature of Reporting Person | Date | | | | | | | |
| Explanation of Responses | 51 | | | | | | | |

* If the form is filed by more than one reporting person, *see* Instruct

- * 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) Exclusively represents shares withheld by Issuer with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- (2) Includes 288 Common Shares acquired on June 30, 2009 pursuant to the Company's 2008 Employee Share Purchase Plan.

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.