Knight W. Gordon Form 4 March 01, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Shares

02/29/2012

(Print or Type Responses)

1. Name and Address of Reporting Person *

Knight W. Gordon			Symbol Allied World Assurance Co Holdings, AG [AWH]					Issuer (Check all applicable)			
(Last)	(Month/l			te of Earliest Transaction th/Day/Year)				Director 10% Owner _X_ Officer (give title Other (specify below)			
ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, LINDENSTRASSE 8			02/28/2	2012			·		WACUS & AV	WNAC	
710, 211 (21	(Street)	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	(= 11-1-1)	Filed(Month/Day/Year)					1 0,				
BAAR/ZU	Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person [City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Fitle of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of										
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)			Date, if			sed of 4 and (A) or	(D)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	02/28/2012			S	1,600	D	\$ 66.4031 (1)	38,476	D		
Common Shares	02/28/2012			F	1,008 (2)	D	\$ 66.4	37,468	D		
Common							\$				

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

S

8,400

D

66.4429

(3)

29,068

D

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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)

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. Transactio Code (Instr. 8)	of Derivative Securities Acquired (A) or			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo	
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration	Title Nur			
							•		Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Knight W. Gordon ALLIED WORLD ASSURANCE CO. HOLDINGS, AG LINDENSTRASSE 8 BAAR/ZUG, V8 CH-67340

President, AWACUS & AWNAC

Signatures

/s/ Wesley D. Dupont, by Power of Attorney

03/01/2012

**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).
- Represents a weighted average sale price: the sales prices range from \$66.40 to \$66.41. Upon request, the full sale information regarding (1) the number of shares sold at each price increment will be provided to the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer.
- (2) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- Represents a weighted average sale price: the sales prices range from \$66.40 to \$66.60. Upon request, the full sale information regarding (3) the number of shares sold at each price increment will be provided to the U.S. Securities and Exchange Commission, the issuer or a security holder of the issuer.

Reporting Owners 2

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