

Allied World Assurance Co Holdings, AG

Form 4

February 25, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dupont Wesley D

(Last) (First) (Middle)

ALLIED WORLD ASSURANCE  
CO. HOLDINGS,  
AG, LINDENSTRASSE 8

(Street)

BAAR/ZUG, V8 CH-6340

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Allied World Assurance Co  
Holdings, AG [AWH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Shares                      | 02/22/2014                              |   | M                                       | 878   | A \$ 0 <sup>(1)</sup>  | 63,341  | D   |
| Common<br>Shares                      | 02/22/2014                              |   | M                                       | 430   | A \$ 0 <sup>(2)</sup>  | 63,771  | D   |
| Common<br>Shares                      | 02/22/2014                              |   | M                                       | 875   | A \$ 0 <sup>(3)</sup>  | 64,646  | D   |
| Common<br>Shares                      | 02/22/2014                              |   | D                                       | 1,267   | D \$ 99.8969 <sup>(4)</sup>  | 63,379  | D   |

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Common Shares 02/22/2014 F 533 <sup>(5)</sup> D \$ 99.55 62,846 D

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

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**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 Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |   |
| Restricted Stock Units                     | <u>(1)</u>   | 02/22/2014                           |  | M                              | 878 <u>(1)</u>  | <u>(6)</u> <u>(6)</u>                                    | Common Shares   | 878 <u>(1)</u> <u>(1)</u>                           |
| Restricted Stock Units                     | <u>(2)</u>   | 02/22/2014                           |  | M                              | 430 <u>(2)</u>  | <u>(8)</u> <u>(8)</u>                                    | Common Shares   | 430 <u>(2)</u> <u>(2)</u>                           |
| Restricted Stock Units                     | <u>(3)</u>   | 02/22/2014                           |  | M                              | 875 <u>(3)</u>  | <u>(9)</u> <u>(9)</u>                                    | Common Shares   | 875 <u>(3)</u> <u>(3)</u>                           |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships   |
|---|---|
| Dupont Wesley D<br>ALLIED WORLD ASSURANCE CO. HOLDINGS, AG<br>LINDENSTRASSE 8<br>BAAR/ZUG, V8 CH-6340 | Director 10% Owner Officer Other<br>EVP & General Counsel |

## Signatures

/s/ Wayne H. Datz, by Power of  
Attorney

02/25/2014

\_\_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).

On February 22, 2012, the reporting person was granted 3,510 Restricted Stock Units for no monetary consideration. The Restricted

- (1) Stock Units convert into (i) 702 common shares and (ii) cash equal to the market value of 2,808 common shares (measured at the date of vesting) of such Restricted Stock Units.

On February 22, 2011, the reporting person was granted 1,720 Restricted Stock Units for no monetary consideration. The Restricted

- (2) Stock Units convert into (i) 860 common shares and (ii) cash equal to the market value of 860 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

On February 22, 2010, the reporting person was granted 3,500 Restricted Stock Units for no monetary consideration. The Restricted

- (3) Stock Units convert into (i) 2,100 common shares and (ii) cash equal to the market value of 1,400 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

- (4) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days prior to February 22, 2014, which was on a Saturday.

- (5) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.

- (6) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2013.

- (7) Represents all Restricted Stock Units held by the reporting person that vest in whole or in part in cash.

- (8) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2012.

- (9) The Restricted Stock Units vested in four equal installments with the first installment vesting on February 22, 2011.

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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