Allied World Assurance Co Holdings, AG Form 4

February 22, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Grossack Marshall J

2. Issuer Name and Ticker or Trading Symbol

Allied World Assurance Co

Issuer (Check all applicable)

5. Relationship of Reporting Person(s) to

Holdings, AG [AWH] (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

02/17/2017

Director 10% Owner X_ Officer (give title _ Other (specify below)

EVP, Chief Actuary

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, GUBELSTRASSE 24, PARK

(Street)

TOWER, 15TH FLOOR

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ZUG, V8 6300

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		(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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	02/17/2017		Code V M	Amount 763	(D)	Price \$ 0 (1)	209,234 (2)	D	
Common Shares	02/17/2017		D	305	D	\$ 53.3743 (3)	208,929	D	
Common Shares	02/17/2017		F	236 (4)	D	\$ 53.52	208,693	D	
Common	02/18/2017		M	876	A	\$ 0 (5)	209,569	D	

Shares

Common Shares	02/18/2017	D	438	D	\$ 53.3743 <u>(6)</u>	209,131	D
Common Shares	02/18/2017	F	226 (4)	D	\$ 53.52	208,905	D
Common Shares	02/19/2017	M	2,208	A	\$ 0 (7)	211,113	D
Common Shares	02/19/2017	D	2,208	D	\$ 53.3743 (8)	208,905	D

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

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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)	cution Date, if Transaction Derivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/17/2017		M	763	<u>(9)</u>	<u>(9)</u>	Common Shares	763	0
Restricted Stock Units	<u>(5)</u>	02/18/2017		M	876	<u>(11)</u>	<u>(11)</u>	Common Shares	876	9
Restricted Stock Units	(7)	02/19/2017		M	2,208	(12)	(12)	Common Shares	2,208	Q

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

Grossack Marshall J ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR ZUG, V8 6300

EVP, Chief Actuary

Signatures

/s/ Theodore Neos, by Power of Attorney

02/22/2017

**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 17, 2015, the reporting person was granted 3,050 Restricted Stock Units for no monetary consideration. The Restricted 1. Stock Units convert into (i) 1,830 common shares and (ii) cash equal to the market value of 1,220 common shares (measured at the day).
- (1) Stock Units convert into (i) 1,830 common shares and (ii) cash equal to the market value of 1,220 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (2) Includes 675 common shares acquired on June 30, 2016 pursuant to the Company's Amended and Restated 2008 Employee Share Purchase Plan.
- (3) 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 up to and including February 17, 2017.
- (4) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- On February 18, 2014, the reporting person was granted 3,516 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 1,758 common shares and (ii) cash equal to the market value of 1,758 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (6) 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 18, 2017.
- On February 19, 2013, the reporting person was granted 8,829 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into cash equal to the market value of 8,829 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (8) The fair market value was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days prior to February 19, 2017.
- (9) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 17, 2016.
- (10) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
- (11) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.
- (12) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 19, 2014.

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.

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