

VALIDUS HOLDINGS LTD
Form 4
April 30, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BANK OF AMERICA CORP /DE/

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 N TRYON ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2009

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

CHARLOTTE, NC 28255

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 03/02/2009 | | P | | 130 ⁽³⁾ | A | \$ 23.2737 |
| | | | | | | | 5,714,415 ⁽⁴⁾ |
| | | | | | | | ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾ |
| | | | | | | | I |
| | | | | | | | By |
| | | | | | | | Subsidiary |
| | | | | | | | ⁽¹⁾ ⁽²⁾ |
| Common Stock | 04/21/2009 | | S | | 130 ⁽³⁾ | D | \$ 23.0218 |
| | | | | | | | 5,714,285 ⁽⁴⁾ |
| | | | | | | | ⁽⁵⁾ ⁽⁶⁾ ⁽⁸⁾ |
| | | | | | | | I |
| | | | | | | | By |
| | | | | | | | Subsidiary |
| | | | | | | | ⁽¹⁾ ⁽²⁾ |

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

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SEC 1474 (9-02)

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ 100 N TRYON ST CHARLOTTE, NC 28255 | X | | | |

Signatures

/s/ William Woo, Attorney-in-Fact for Bank of America 04/30/2009

**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).
- This Form 4 is being filed by Bank of America Corporation ("BAC" or the "Reporting Person"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries. BAC consummated a merger with
- (1) Merrill Lynch & Co., Inc. ("ML&Co.") on January 1, 2009, after which ML&Co. became a direct wholly-owned subsidiary of BAC. As a result of such merger, BAC may be deemed to be the beneficial owner of all the securities of the Issuer directly held by ML&Co. and its subsidiaries.
 - (2) The Reporting Person may be deemed a director by virtue of the fact that an employee of an affiliate of the Reporting Person, Mandakini Puri, serves as a director of the Issuer.
 - (3) Transaction executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of ML&Co., to correct errors made in connection with trades made on behalf of clients of MLPFS.
 - (4) In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Validus Holdings, Ltd. The Reporting Person disclaims that the transactions reported on this Form 4 are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.
 - (5) 4,285,714 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership whose general partner is MLGPE LTD., a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., whose general partner is Merrill Lynch GP, Inc., a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co.

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- (6) 1,428,571 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership whose general partner is Merrill Lynch Ventures, L.L.C., a wholly-owned subsidiary of Merrill Lynch Group, Inc.
- (7) 130 shares are directly owned by MLPFS.
- (8) No shares are directly owned by MLPFS.

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.