

VALIDUS HOLDINGS LTD
Form 4/A
August 20, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MERRILL LYNCH & CO INC

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)

4 WORLD FINANCIAL CENTER

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2007

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

(Street)

NEW YORK, NY 10080

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2007

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Shares	08/14/2007		S	100 ⁽¹⁾ D \$ 22	5,714,185 ⁽²⁾	I	See footnotes ⁽²⁾ ⁽³⁾
Common Shares	08/14/2007		S	400 ⁽¹⁾ D \$ 22.01	5,713,785 ⁽²⁾	I	See footnotes ⁽²⁾ ⁽³⁾
Common Shares	08/14/2007		P	100 ⁽¹⁾ A \$ 22.04	5,713,885 ⁽²⁾	I	See footnotes ⁽²⁾ ⁽³⁾
Common Shares	08/14/2007		P	400 ⁽¹⁾ A \$ 22.07	5,714,285 ⁽²⁾	I	See footnotes ⁽²⁾ ⁽³⁾

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L.L.C., is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc.

Remarks:

This Form 4 Amendment is being filed to clarify that the securities reported as purchased in the Form 4 filed on August 16, 20

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.