

Gauthier John J
 Form 4
 February 26, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Gauthier John J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & CIO, AWAC ServCo.

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, LINDENSTRASSE 8

(Street)

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

BAAR/ZUG, V8 CH-6340

(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		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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Common Shares	02/22/2013		M		585	A	\$ 0 ⁽¹⁾	16,159	D
Common Shares	02/22/2013		M		306	A	\$ 0 ⁽²⁾	16,465	D
Common Shares	02/22/2013		M		1,100	A	\$ 0 ⁽³⁾	17,565	D
Common Shares	02/22/2013		D		1,061	D	\$ 87.3758 ⁽⁴⁾	16,504	D

Edgar Filing: Gauthier John J - Form 4

Common Shares 02/22/2013 F 499 ⁽⁵⁾ D \$ 88.03 16,005 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/22/2013		M	585 <u>(1)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	585 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>	02/22/2013		M	306 <u>(2)</u>	<u>(8)</u>	<u>(8)</u>	Common Shares	306 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>	02/22/2013		M	1,100 <u>(3)</u>	<u>(9)</u>	<u>(9)</u>	Common Shares	1,100 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gauthier John J ALLIED WORLD ASSURANCE CO. HOLDINGS, AG LINDENSTRASSE 8 BAAR/ZUG, V8 CH-6340			EVP & CIO, AWAC ServCo.	

Signatures

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

02/26/2013

__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 2,340 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 468 of the Company's Common Shares and (ii) cash equal to the market value of 1,872 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - On February 22, 2011, the reporting person was granted 1,220 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 610 of the Company's Common Shares and (ii) cash equal to the market value of 610 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 4,400 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,640 of the Company's Common Shares and (ii) cash equal to the market value of 1,760 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 Company's Common Shares for the five consecutive trading days up to and including February 22, 2013.
- (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 vest 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. 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.