

Allied World Assurance Co Holdings, AG
 Form 4
 February 19, 2015

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 *
 Bender John

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)
 02/17/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CEO, Allied World Re Mgt Co

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR

(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

ZUG, V8 6300

(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 | 02/17/2015 | | A | (A) or (D) V Amount Price 15,276 (1) A \$ 0 | 133,485 (2) | D | |
| Common Shares | 02/17/2015 | | F | (A) or (D) V Amount Price 7,505 (3) D \$ 40.24 | 125,980 | D | |
| Common Shares | 02/18/2015 | | M | (A) or (D) V Amount Price 1,476 A \$ 0 (4) | 127,456 | D | |
| Common Shares | 02/18/2015 | | D | (A) or (D) V Amount Price 738 D \$ 40.4465 | 126,718 | D | |

| | | | | | | <u>(5)</u> | |
|---------------|------------|---|----------------|---|-----------------------|------------|---|
| Common Shares | 02/18/2015 | F | 362 <u>(6)</u> | D | \$ 40.65 | 126,356 | D |
| Common Shares | 02/19/2015 | M | 1,767 | A | \$ 0 <u>(7)</u> | 128,123 | D |
| Common Shares | 02/19/2015 | D | 1,767 | D | \$ 40.5293 <u>(8)</u> | 126,356 | 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.

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(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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | <u>(9)</u> | 02/17/2015 | | A | 5,778 | <u>(10)</u> | <u>(10)</u> | Common Shares | 5,778 |
| Restricted Stock Units | <u>(4)</u> | 02/18/2015 | | M | 1,476 | <u>(12)</u> | <u>(12)</u> | Common Shares | 1,476 |
| Restricted Stock Units | <u>(7)</u> | 02/19/2015 | | M | 1,767 | <u>(13)</u> | <u>(13)</u> | Common Shares | 1,767 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bender John ALLIED WORLD ASSURANCE CO. HOLDINGS, AG | | | CEO, Allied World Re Mgt Co | |

GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR
ZUG, V8 6300

Signatures

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

02/19/2015

__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).
- (1) Represents the Company's common shares that were earned pursuant to a 2012 performance-based award for no monetary consideration and which vested at 136% of target based on the achievement of pre-established performance criteria during the applicable three-year performance period established under the Company's Third Amended and Restated 2004 Stock Incentive Plan.
- (2) Reflects the issuer's 3-for-1 stock split paid on May 23, 2014.
- (3) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of the performance-based awards.
- (4) On February 18, 2014, the reporting person was granted 5,922 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,961 common shares and (ii) cash equal to the market value of 2,961 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. These Restricted Stock Units were previously reported as a grant of 1,974 Restricted Stock Units converting into (i) 987 common shares and (ii) cash equal to the market value of 987 common shares. These amounts have been adjusted to reflect the issuer's 3-for-1 stock split paid on May 23, 2014.
- (5) 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 18, 2015.
- (6) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- (7) On February 19, 2013, the reporting person was granted 7,062 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into cash equal to the market value of 7,062 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. These Restricted Stock Units were previously reported as a grant of 2,354 Restricted Stock Units that convert into cash equal to the market value of the 2,354 common shares. The amount has been adjusted to reflect the issuer's 3-for-1 stock split paid on May 23, 2014.
- (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 up to and including February 19, 2015.
- (9) Grant of Restricted Stock Units for no monetary consideration. Restricted Stock Units convert into (i) 3,467 common shares and (ii) cash equal to the market value of 2,311 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (10) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 17, 2016.
- (11) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
- (12) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.
- (13) 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.