

ALLEGHANY CORP /DE
Form 4
April 28, 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 *
JOHNSON THOMAS S

(Last) (First) (Middle)

C/O ALLEGHANY CORPORATION, 7 TIMES SQUARE TOWER, 17TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLEGHANY CORP /DE [Y]

3. Date of Earliest Transaction (Month/Day/Year)
04/24/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/24/2009		M		2,000 A \$ 153.8153	4,712 ⁽¹⁾	D
Common Stock	04/27/2009		S		100 D \$ 224.5	4,612	D
Common Stock	04/27/2009		S		155 D \$ 224.59	4,457	D
Common Stock	04/27/2009		S		100 D \$ 224.96	4,357	D
Common Stock	04/27/2009		S		60 D \$ 224.98	4,297	D

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Common Stock	04/27/2009	S	100	D	\$ 225.11	4,197	D
Common Stock	04/27/2009	S	185	D	\$ 225.24	4,012	D
Common Stock	04/27/2009	S	96	D	\$ 225.34	3,916	D
Common Stock	04/27/2009	S	198	D	\$ 225.38	3,718	D
Common Stock	04/27/2009	S	100	D	\$ 225.47	3,618	D
Common Stock	04/27/2009	S	100	D	\$ 225.48	3,518	D
Common Stock	04/27/2009	S	100	D	\$ 225.66	3,418	D
Common Stock	04/27/2009	S	2	D	\$ 225.7	3,416	D
Common Stock	04/27/2009	S	100	D	\$ 225.71	3,316	D
Common Stock	04/27/2009	S	4	D	\$ 225.74	3,312	D
Common Stock	04/27/2009	S	100	D	\$ 225.75	3,212	D
Common Stock	04/27/2009	S	100	D	\$ 225.76	3,112	D
Common Stock	04/27/2009	S	100	D	\$ 225.94	3,012	D
Common Stock	04/27/2009	S	100	D	\$ 226.58	2,912	D
Common Stock	04/27/2009	S	100	D	\$ 227.08	2,812	D
Common Stock	04/27/2009	S	100	D	\$ 227.31	2,712	D
Common Stock	04/27/2009	A	250	A	(2)	2,962	D

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)
Option (right to buy)	\$ 153.8153	04/24/2009		M	1	(3) 04/25/2009	Common Stock 2,000	(3)
Option (right to buy)	\$ 225.37	04/27/2009		A	1	(4) 04/26/2019	Common Stock 500	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON THOMAS S C/O ALLEGHANY CORPORATION 7 TIMES SQUARE TOWER, 17TH FLOOR NEW YORK, NY 10036	X			

Signatures

Christopher K. Dalrymple,
Attorney-in-Fact 04/28/2009

**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).
- (1) Includes shares of Common Stock paid by Alleghany Corporation as a stock dividend on April 24, 2009 to stockholders of record on April 1, 2009.
- (2) Grant of restricted stock units for no cash consideration under 2005 Directors' Stock Plan
- (3) One-third of such option became exercisable on each of the first, second and third anniversaries of the date of grant. The option was granted for no cash consideration.
- (4) One-third of such option becomes exercisable on each of the first, second and third anniversaries of the date of grant. The option was granted for no cash consideration.

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.