

DEEKS TERENCE N
Form 5
February 13, 2006

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DEEKS TERENCE N

2. Issuer Name and Ticker or Trading Symbol
NAVIGATORS GROUP INC
[NAVG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

C/O THE NAVIGATORS GROUP, INC., ONE PENN PLAZA

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10119

__X__ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.10 per share	03/28/2005	^	G ⁽¹⁾	1,802,036 D \$ 0	2,998,760	I ⁽⁵⁾	See footnote ⁽⁵⁾
Common Stock, par value \$.10 per share	12/31/2005	^	G ⁽²⁾	381,380 A \$ 0	2,998,760	I ⁽⁵⁾	See footnote ⁽⁵⁾

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Common Stock, par value \$.10 per share	12/31/2005	Â	G ⁽³⁾	289,168	A	\$ 0	2,998,760	I ⁽⁵⁾	See footnote <u>(5)</u>
Common Stock, par value \$.10 per share	12/31/2005	Â	G ⁽⁴⁾	184,840	A	\$ 0	2,998,760	I ⁽⁵⁾	See footnote <u>(5)</u>

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

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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. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEEKS TERENCE N C/O THE NAVIGATORS GROUP, INC. ONE PENN PLAZA NEW YORK, NY 10119	Â	Â X	Â	Â

Signatures

/s/ Terence N. Deeks 02/12/2006

**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 gift to the Terence N. Deeks 2005 Qualified Three Year Annuity Trust (the "2005 Trust").
- (2) Represents distribution in kind by the 2005 Trust.
- (3) Represents distribution in kind by the Terence N. Deeks 2004 Qualified Three Year Annuity Trust (the "2004 Trust").
- (4) Represents distribution in kind by the Terence N. Deeks 2003 Qualified Three Year Annuity Trust (the "2003 Trust").

- Includes 2,031,430 shares held by the 2005 Trust, the 2004 Trust, and the 2003 Trusts (collectively, the "Trusts"), 5,000 shares held by the Deeks Family Foundation (the "Foundation"), and 106,942 shares held jointly with the Reporting Person's wife, which the Reporting Person may be deemed to beneficially own. The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and the Foundation except to the extent of his pecuniary interest therein.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.