Bender John Form 3 March 12, 2012

## FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Allied World Assurance Co Holdings, AG [AWH] Bender John (Month/Day/Year) 03/01/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) ALLIED WORLD (Check all applicable) ASSURANCE CO. HOLDINGS, AG. LINDENSTRASSE 8 10% Owner Director (Street) \_X\_\_ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Pres. & COO, Allied World Re. \_X\_ Form filed by One Reporting Person BAAR/ZUG, V8Â CH-6340 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 1. Title of Security 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Shares 31,582 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

information contained in this form are not required to respond unless the form displays a

currently valid OMB control number.

3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 2. Date Exercisable and 4. 5. Securities Underlying Ownership Beneficial Ownership (Instr. 4) **Expiration Date** Conversion (Month/Day/Year) Derivative Security or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Shares	750	\$ <u>(1)</u>	D	Â
Restricted Stock Units	(2)	(2)	Common Shares	1,750	\$ (2)	D	Â
Restricted Stock Units	(3)	(3)	Common Shares	1,066	\$ (3)	D	Â
Restricted Stock Units	(4)	(4)	Common Shares	3,120	\$ (4)	D	Â
Employee Stock Options (right to buy)	(5)	02/22/2021	Common Shares	5,390	\$ 61.51	D	Â

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bender John ALLIED WORLD ASSURANCE CO. HOLDINGS, AG LINDENSTRASSE 8 BAAR/ZUG. V8Â CH-6340

 $\hat{A}$   $\hat{A}$   $\hat{A}$  Pres. & COO, Allied World Re.

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### **Signatures**

/s/ John R. 03/12/2012 Bender

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 26, 2009, the reporting person was granted 3,000 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 1,500 of the Company's common shares and (ii) cash equal to the market value of 1,500 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 26, 2010.
- On February 22, 2010, the reporting person was granted 3,500 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into cash equal to the market value of 3,500 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 22, 2011.
- On February 22, 2011, the reporting person was granted 1,420 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 710 of the Company's common shares and (ii) cash equal to the market value of 710 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 22, 2012.
- (4) On February 22, 2012, the reporting person was granted 3,120 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 624 of the Company's common shares and (ii) cash equal to the market value of 2,496 Common Shares

Reporting Owners 2

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(measured at the date of vesting) upon the vesting of such Restricted Stock Units. The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 22, 2013.

(5) These Employee Stock Options vest in four equal annual installments with the first installment vesting on February 22, 2012.

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.