

NAVIGATORS GROUP INC
Form 4
February 17, 2016

FORM 4 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).

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 *
GALANSKI STANLEY A

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. Date of Earliest Transaction
(Month/Day/Year)

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

President & CEO

C/O THE NAVIGATORS GROUP, INC., 400 ATLANTIC STREET, 8TH FLOOR

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

STAMFORD, CT 06901

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/12/2016		A ⁽¹⁾		14,897	A	\$ 0
							151,454 ⁽²⁾
Common Stock	02/12/2016		F ⁽³⁾		5,612	D	\$ 80.3
							145,842 ⁽²⁾
Common Stock	02/12/2016		A ⁽⁴⁾		5,550	A	\$ 0
							151,392 ⁽²⁾
Common Stock	02/12/2016		F ⁽⁵⁾		2,701	D	\$ 80.3
							148,691 ⁽²⁾
	02/15/2016		A ⁽⁶⁾		648	A	\$ 0
							149,339 ⁽²⁾

Common
Stock

Common Stock 02/16/2016 F⁽³⁾ 316 D \$ 80.3 149,023 ⁽²⁾ 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALANSKI STANLEY A C/O THE NAVIGATORS GROUP, INC. 400 ATLANTIC STREET, 8TH FLOOR STAMFORD, CT 06901	X		President & CEO	

Signatures

Emily B. Miner,
attorney-in-fact 02/17/2016

____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) Vesting of restricted stock units grants, which were previously reported.

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- (2) Excludes unvested shares of stock awards over which the Reporting Person does not have voting or dispositive control.
- (3) Shares withheld to satisfy tax obligation arising out of vesting of restricted stock units.
- (4) Vesting of grant of performance shares, which was previously reported.
- (5) Shares withheld to satisfy tax obligations arising out of vesting of performance shares.
- (6) Vesting of restricted stock units grant, which was previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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