

NAVIGATORS GROUP INC
Form 5
February 13, 2015

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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)
12/31/2014

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

C/O THE NAVIGATORS GROUP INC, 400 ATLANTIC STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CT 06901

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	02/24/2014		G	(A) Amount 22,015 ⁽¹⁾	\$ 0 2,342,036	D	
Common Stock par value \$.10 per share	03/19/2014		G	(D) Amount 875,000 ⁽²⁾	\$ 0 2,342,036	I	See Footnote (6)

Common Stock par value \$.10 per share	12/11/2014	Â	G	5,000 ⁽³⁾	A	\$ 0	2,342,036	I	See Footnote ⁽⁶⁾
Common Stock par value \$.10 per share	12/31/2014	Â	G	263,700 ⁽⁴⁾	A	\$ 0	2,342,036	D	Â
Common Stock par value \$.10 per share	12/31/2014	Â	G	295,223 ⁽⁵⁾	A	\$ 0	2,342,036 ⁽⁶⁾	D	Â

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

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SEC 2270 (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. of D Se 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 400 ATLANTIC STREET CT 06901	Â X	Â X	Â	Â

Signatures

Emily B. Miner, attorney in fact 02/13/2015

**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 distribution in kind to the Reporting Person by the Terence N. Deeks 2011 Qualified Three Year Annuity Trust (the "2011 Trust").
- (2) Represents gift by the Reporting Person to the Terence N. Deeks 2014 Qualified Three Year Annuity Trust (the "2014 Trust").
- (3) Represents gift to the Deeks Family Foundation (the "Foundation").
- (4) Represents distribution in kind to the Reporting Person by the Terence N. Deeks 2012 Qualified Three Year Annuity Trust (the "2012 Trust").
- (5) Represents distribution in kind to the Reporting Person by the Terence N. Deeks 2013 Qualified Three Year Annuity Trust (the "2013 Trust").

Includes 1,471,741 shares held by the 2012 Trust, 2013 Trust and 2014 Trust (collectively, the "Trusts"), as of December 31, 2014, of which the Reporting Person is the settler, 52,342 shares owned jointly with the Reporting Person's spouse, 790,299 shares held directly,

- (6) 5,654 shares owned through the Reporting Person's Roth IRA and 22,000 shares held by the Foundation. The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and the Foundation except to the extent of any pecuniary interest he may be deemed to hold therein.

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.