#### NAVIGATORS GROUP INC

Form 5

February 10, 2016

February 1	0, 2016										
<b>FORI</b>	M 5							OMB /	APPROVAL		
	UNITED	STATES SECU				GE CO	MMISSION	OMB Number:	3235-0362		
	his box if er subject	W	ashington,	D.C. 2054	19			Expires:	January 31, 2005		
to Secti Form 4	on 16. or Form AN	NUAL STATEM	MENT OF C	CHANGES	S IN I	BENEF	ICIAL	Estimated average			
5 obliga may con	ations	OWN	OWNERSHIP OF SECURITIES					burden ho response.	•		
See Inst 1(b). Form 3 Reporte Form 4 Transac Reporte	Filed pu Holdings Section 17 ed	rrsuant to Section (a) of the Public 30(h) of the	Utility Hold	ing Comp	any A	ct of 19		n			
1. Name and DEEKS M	Address of Reporting	Symbo NAV	IGATORS (				Relationship of suer				
		[NAV	'G]				(Check all applicable)				
(Last) (First) (Middle)			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015				Director Officer (give title Other (specify below)				
_	NAVIGATORS ( 0 ATLANTIC ST OR	GROUP	0.10								
	(Street)	4. If A	mendment, Da	te Original		6.	Individual or Jo	oint/Group Re	eporting		
		Filed(N	Ionth/Day/Year	)			(chec	k applicable lir	ne)		
							(chee	к аррисаоте т	ic)		
STAMFO	RD, CT 0690	1				_	Z_Form Filed by _Form Filed by I rson				
(City)	(State)	(Zip) Ta	able I - Non-D	erivative Se	curitie	s Acquir	ed, Disposed of	f, or Benefici	ally 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) 5. A or Disposed of (D) of S (Instr. 3, 4 and 5) Ben Own end Issu		of Securities Beneficially Owned at end of Issuer's	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(Instr. 4)			
Common Stock par value \$.10 per share	02/12/2015	Â	G	30,713 (1)	D	\$ 0	2,107,947	I	See Footnote(10)		
Common	02/12/2015	Â	G	215,697	D	\$0	2,107,947	I	See		

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Stock par value \$.10 per share				(2)					Footnote(10) (10)
Common Stock par value \$.10 per share	03/25/2015	Â	G	789,917 (3)	A	\$ 0	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	05/15/2015	Â	S	10,000 (4)	D	\$ 77.38	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	12/12/2015	Â	G	5,000 (5)	D	\$ 0	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	12/15/2015	Â	S	9,142 (6)	D	\$ 85.41	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	12/31/2015	Â	G	250,659 (7)	D	\$ 0	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	12/31/2015	Â	G	215,570 (8)	D	\$ 0	2,107,947	I	See Footnote(10)
Common Stock par value \$.10 per share	12/31/2015	Â	G	186,589 (9)	D	\$ 0	2,107,947 (10)	I	See Footnote(10)
Damindar: D	anort on a sangrata li	na for each class of	Porcono	who rospo	nd to	the cells	oction of info	rmation	SEC 2270

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.

SEC 2270 (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Da	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	PD1 - 1	or	
						Exercisable	Date	Title	Number	
					/ L. (Tax)				of	
					(A) (D)				Shares	

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting o meet runner, runners	Director	10% Owner	Officer	Other			
DEEKS MONICA							
C/O THE NAVIGATORS GROUP INC	â	ÂΧ	â	â			
400 ATLANTIC STREET, 8TH FLOOR	А	АЛ	А	A			
STAMFORD, CT 06901							

# **Signatures**

Emily B. Miner, attorney-in-fact 02/10/2016

\*\*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) Represents distribution in kind to Terence N. Deeks by the Terence N. Deeks 2012 Qualified Three Year Annuity Trust (the "2012 Trust"), of which the Reporting Person was trustee.
- (2) Represents distribution in kind by the 2012 Trust to trusts for the benefit of Reporting Person's children or grandchildren.
- (3) Represents gift by Terence N. Deeks to the Terence N. Deeks 2015 Qualified Three Year Annuity Trust (the "2015 Trust"), of which the Reporting Person is trustee.
- (4) Represents sale by Terence N. Deeks, the Reporting Person's husband.
- (5) Represents a gift to the Deeks Family Foundation (the "Foundation").
- (6) Represents sale by Terence N. Deeks, the Reporting Person's husband.
- (7) Represents distribution in kind to Terence N. Deeks by the Terence N. Deeks 2013 Qualified Three Year Annuity Trust (the "2013 Trust"), of which the Reporting Person is trustee.
- (8) Represents distribution in kind to Terence N. Deeks by the Terence N. Deeks 2014 Qualified Three Year Annuity Trust (the "2014 Trust"), of which the Reporting Person is trustee.
- (9) Represents distribution in kind to Terence N. Deeks by the 2015 Trust, of which the Reporting Person is trustee.
- (10) The Reporting Person is the sole trustee of the 2013 Trust, 2014 Trust and 2015 Trust (collectively the "Trusts"). Includes 1,362,482 shares held by the Trusts as of December 31, 2015, 33,200 shares owned jointly with the Reporting Person's husband, Terence N. Deeks,

Reporting Owners 3

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and 27, 000 shares held by the Foundation. Includes 685,265 shares held by the Reporting Person's spouse directly. The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and the Foundation except to the extent of any pecuniary interest she 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.