

Dupont Wesley D
Form 4
February 26, 2013

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 *
Dupont Wesley D

2. Issuer Name and Ticker or Trading Symbol
Allied World Assurance Co Holdings, AG [AWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, LINDENSTRASSE 8
(Street)

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

BAAR/ZUG, V8 CH-6430

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	02/22/2013		M	877 A \$ 0 ⁽¹⁾	59,392	D	
Common Shares	02/22/2013		M	430 A \$ 0 ⁽²⁾	59,822	D	
Common Shares	02/22/2013		M	875 A \$ 0 ⁽³⁾	60,697	D	
Common Shares	02/22/2013		D	1,267 D \$ 87.3758 ⁽⁴⁾	59,430	D	

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Common Shares 02/22/2013 F 531 ⁽⁵⁾ D \$ 88.03 58,899 D

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

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SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	02/22/2013		M	877 <u>(1)</u>	<u>(6)</u>	<u>(6)</u>	Common Shares	877 <u>(1)</u>
Restricted Stock Units	<u>(2)</u>	02/22/2013		M	430 <u>(2)</u>	<u>(8)</u>	<u>(8)</u>	Common Shares	430 <u>(2)</u>
Restricted Stock Units	<u>(3)</u>	02/22/2013		M	875 <u>(3)</u>	<u>(9)</u>	<u>(9)</u>	Common Shares	875 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dupont Wesley D
ALLIED WORLD ASSURANCE CO. HOLDINGS, AG
LINDENSTRASSE 8
BAAR/ZUG, V8 CH-6430

EVP & General Counsel

Signatures

/s/ Wayne H. Datz, by Power of
Attorney

02/26/2013

**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).

On February 22, 2012, the reporting person was granted 3,510 Restricted Stock Units for no monetary consideration. The Restricted
(1) Stock Units convert into (i) 702 of the Company's Common Shares and (ii) cash equal to the market value of 2,808 Common Shares (measured at the date of vesting) of such Restricted Stock Units.

On February 22, 2011, the reporting person was granted 1,720 Restricted Stock Units for no monetary consideration. The Restricted
(2) Stock Units convert into (i) 860 of the Company's Common Shares and (ii) cash equal to the market value of 860 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

On February 22, 2010, the reporting person was granted 3,500 Restricted Stock Units for no monetary consideration. The Restricted
(3) Stock Units convert into (i) 2,100 of the Company's Common Shares and (ii) cash equal to the market value of 1,400 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

(4) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the Company's Common Shares for the five consecutive trading days up to and including February 22, 2013.

(5) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.

(6) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2013.

(7) Represents all Restricted Stock Units held by the reporting person that vest in whole or in part in cash.

(8) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2012.

(9) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2011.

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. Name: Kevin S. Fiur Title: President and Chief Executive Officer EXHIBIT INDEX

Exhibit 99.1 Press release of Seitel, Inc., dated August 5, 2002. -width: 1; border-bottom-width:

1">Relationships Director 10% Owner Officer Other HAVERTY RAWSON JR

780 JOHNSON FERRY RD.

SUITE 800

ATLANTA, GA 30342- X X Senior Vice President

Signatures

Jenny H. Parker,
Attorney-in-Fact

02/26/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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This transaction was executed in multiple trades at prices ranging from \$23.17 to \$23.28. The price reported reflects the weighted
(1) average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.

(2) These shares are held by H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, a limited liability company ("PH"), the partnership's general partner. Mr. Haverty is a co-manager of PH and has sole voting power over these shares. Mr.

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Haverty disclaims beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.

- (3) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2016. This amount represents the number of performance units earned for fiscal year 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017. The performance units vest on February 28, 2019.
- (4) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2017 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2017. This amount represents the number of performance units earned for fiscal year 2017, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2018. The performance units vest on February 28, 2020.
- (5) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2018 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2018. This amount represents the number of performance units earned for fiscal year 2018, which were certified by the Nominating, Compensation and Governance Committee on 1/31/2019. The performance units vest on February 28, 2021.
- (6) Restricted Stock Units ("RSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.
- (7) Restricted Stock Units ("RSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.
- (8) Restricted Stock Units ("RSUs") award granted 1/30/2017 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2018. Each RSU is equivalent to one share of common stock upon vesting.
- (9) Restricted Stock Units ("RSUs") award granted 1/30/2018 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2019. Each RSU is equivalent to one share of common stock upon vesting.
- (10) Restricted Stock Units ("RSUs") award granted 1/31/2019 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2020. Each RSU is equivalent to one share of common stock upon vesting.

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