

Porter Robert S  
Form 4  
February 22, 2011

**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 \*  
Porter Robert S

2. Issuer Name and Ticker or Trading Symbol  
PLATINUM UNDERWRITERS HOLDINGS LTD [PTP]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
THE BELVEDERE BUILDING, 69  
PITTS BAY ROAD, 2ND FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CEO - Platinum Bermuda

PEMBROKE, D0 HM 08

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

(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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Shares                   | 02/21/2011                           |  | M                              | 6,188   | A   | \$ 0   | 133,444                           | D |
| Common Shares                   | 02/21/2011                           |  | M                              | 3,133   | A   | \$ 0   | 136,577                           | D |
| Common Shares                   | 02/21/2011                           |  | A                              | 14,950<br><u>(1)</u>  | A   | \$ 0   | 151,527                           | 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**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 or Derivative Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Share units                                | (2)  | 02/21/2011                           |  | M                              | 6,188   | (3) (3)  | Common Shares (3)   | 6,188 \$   |
| Share units                                | (2)  | 02/21/2011                           |  | M                              | 3,133   | (4) (4)  | Common Shares (4)   | 3,133 \$   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Porter Robert S<br>THE BELVEDERE BUILDING<br>69 PITTS BAY ROAD, 2ND FLOOR<br>PEMBROKE, D0 HM 08 |               |           | CEO - Platinum Bermuda |       |

## Signatures

/s/ Michael E. Lombardozzi, Attorney-in-Fact  
Date: 02/22/2011

\*\*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) These share units represent the payment of an award granted on February 21, 2008 under the Amended and Restated Executive Incentive Plan of Platinum Underwriters Holdings, Ltd. (the "Company") for the 2008-2010 performance cycle.
- (2) 1-for-1
- (3) These share units were awarded on May 30, 2007 under the 2006 Share Incentive Plan of the Company. On February 21, 2011, the remaining 50% of these share units vested and the Company issued to the reporting person one Common Share for each vested share unit.
- (4) These share units were awarded on February 21, 2008 under the 2006 Share Incentive Plan. On February 21, 2011, 50% of these share units vested and the Company issued to the reporting person one Common Share for each vested share unit. On February 21, 2012, the

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Company will issue to the reporting person one Common Share for each of the remaining 50% of the share units awarded to the reporting person.

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.