

Jodoin Richard E
 Form 4
 March 02, 2009

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 *
 Jodoin Richard E

2. Issuer Name and Ticker or Trading Symbol
 ALLIED WORLD ASSURANCE CO HOLDINGS LTD [AWH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 V. Chmn, AWAC(US) & AWNAC

(Last) (First) (Middle)
 ALLIED WORLD ASSURANCE CO HOLDINGS, LTD, 27 RICHMOND ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2009

PEMBROKE, BERMUDA, 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		
Common Shares	02/26/2009		A	20,000 ⁽¹⁾	\$ 0	48,838 ⁽²⁾	D
Common Shares	02/26/2009		F	6,477 ⁽³⁾	\$ 39.02	42,361	D
Common Shares	02/28/2009		F	636 ⁽⁴⁾	\$ 38.41	41,725	D

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

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).

- Represents the Company's Common Shares that were earned pursuant to a 2006 LTIP award for no monetary consideration and which
- (1) vested at 150% of target based on the achievement of pre-established performance criteria during the applicable three-year performance period established under the Company's Amended and Restated Long-Term Incentive Plan.
 - (2) Includes 47 Common Shares of the Company acquired on December 31, 2008 pursuant to the Company's 2008 Employee Share Purchase Plan.
 - (3) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of LTIP awards.
 - (4) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
 - (5) These securities vest in four equal annual installments with the first installment vesting on the date shown.
Grant of Restricted Stock Units for no monetary consideration. 4,000 Restricted Stock Units convert into (i) 2,000 Common Shares of the
 - (6) Company and (ii) cash equal to the market value of 2,000 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - (7) The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 26, 2010.

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.