

Allied World Assurance Co Holdings, AG

Form 4

February 24, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McElroy John Justin

(Last) (First) (Middle)

ALLIED WORLD ASSURANCE
CO. HOLDINGS,
AG, GUBELSTRASSE 24, PARK
TOWER, 15TH FLOOR

(Street)

ZUG, V8 6300

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Shares | 02/22/2016 | | A | (A) or (D) Amount 7,781 (1) | Price \$ 0 | 19,193 | D |
| Common Shares | 02/22/2016 | | F | (A) or (D) Amount 3,806 (2) | Price \$ 31.95 | 15,387 | D |
| Common Shares | 02/22/2016 | | M | (A) or (D) Amount 1,683 | Price \$ 0 (3) | 17,070 | D |
| Common Shares | 02/22/2016 | | D | (A) or (D) Amount 1,347 | Price \$ 31.4723 | 15,723 | D |

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(4)

| | | | | | | | | |
|------------------|------------|---|--------------------|---|----------|--------|---|-------------------------|
| Common Shares | 02/22/2016 | F | 183 ⁽⁵⁾ | D | \$ 31.95 | 15,540 | D | |
| Common Shares | | | | | | 76,917 | I | By Trust ⁽⁶⁾ |

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

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(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. Amount or Number of Shares |
|---|---|---|---|---|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(7)</u> | 02/22/2016 | | A | 3,725 | <u>(8)</u> | <u>(8)</u> | Common Shares 3,725 |
| Restricted Stock Units | <u>(3)</u> | 02/22/2016 | | M | 1,683 | <u>(10)</u> | <u>(10)</u> | Common Shares 1,683 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McElroy John Justin
ALLIED WORLD ASSURANCE CO. HOLDINGS, AG
GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR
ZUG, V8 6300

COO

Signatures

/s/ Theodore Neos, by Power of
Attorney

02/24/2016

**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 the Company's common shares that were earned pursuant to a 2013 performance-based award for no monetary consideration and which vested at 113% of target based on the achievement of pre-established performance criteria during the applicable three-year performance period established under the Company's Third Amended and Restated 2004 Stock Incentive Plan.

(2) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of performance-based awards.

(3) On February 22, 2012, the reporting person was granted 6,726 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 1,344 common shares and (ii) cash equal to the market value of 5,382 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 common shares for the five consecutive trading days up to and including February 22, 2016.

(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) Represents shares held by an irrevocable trust for the benefit of the reporting person's children.

(7) Grant of Restricted Stock Units for no monetary consideration. Restricted Stock Units convert into (i) 2,980 common shares of the Company and (ii) cash equal to the market value of 745 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

(8) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2017.

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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