

Jodoin Richard E
Form 4
March 02, 2009

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

OMB
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(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)

(Last) (First) (Middle)

ALLIED WORLD ASSURANCE
CO HOLDINGS, LTD, 27
RICHMOND ROAD

(Street)

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
V. Chmn, AWAC(US) & AWNAC

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PEMBROKE, BERMUDA, D0 HM
08

(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(A) Code (Instr. 8)	4. Securities Acquired 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/26/2009		A	(A) or (D) Amount 20,000 (1)	\$ 0 48,838 (2)	D	
Common Shares	02/26/2009		F	(A) or (D) Amount 6,477 (3)	\$ 39.02 42,361	D	
Common Shares	02/28/2009		F	(A) or (D) Amount 636 (4)	\$ 38.41 41,725	D	

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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 39.02	02/26/2009		A	3,000	02/26/2010 ⁽⁵⁾	Common Shares	3,000
Restricted Stock Units	<u>(6)</u>	02/26/2009		A	4,000 <u>(6)</u>	<u>(7)</u>	Common Shares	2,000 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
Jodoin Richard E ALLIED WORLD ASSURANCE CO HOLDINGS, LTD 27 RICHMOND ROAD PEMBROKE, BERMUDA, D0 HM 08	Director 10% Owner Officer Other V. Chmn, AWAC(US) & AWNAC

Signatures

/s/ Wesley D. Dupont, by Power of
Attorney

03/02/2009

 **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).

- 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.

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