

Knight W. Gordon  
Form 4  
March 02, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Knight W. Gordon

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Pres, US Ops, Dst & Mkt, AWNAC

(Street)

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

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

PEMBROKE, BERMUDA, D0 HM 08

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)
			Code	V Amount (A) or (D) Price			
Common Shares	02/26/2010		M	1,250 A \$ 0 <sup>(1)</sup>	11,396	D	
Common Shares	02/26/2010		D	625 D \$ 46.1354 <sup>(2)</sup>	10,771	D	
Common Shares	02/26/2010		F	1,258 <sup>(3)</sup> D \$ 46.1	9,513	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 Security (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	02/26/2010		M	1,250 <u>(1)</u>	02/26/2010 <sup>(4)</sup> 02/26/2013 <sup>(4)</sup>	Common Shares 625

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Knight W. Gordon  
ALLIED WORLD ASSURANCE CO HOLDINGS,  
LTD  
27 RICHMOND ROAD  
PEMBROKE, BERMUDA, D0 HM 08

Pres, US Ops, Dst & Mkt,  
AWNAC

## Signatures

/s/ Wesley D. Dupont, by Power of Attorney 03/02/2010

\*\*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 26, 2009, the reporting person was granted 5,000 Restricted Stock Units for no monetary consideration. The Restricted

(1) Stock Units convert into (i) 2,500 of the Company's Common Shares and (ii) cash equal to the market value of 2,500 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

(2) 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 26, 2010.

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- (3) Exclusively represents shares withheld by Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- (4) 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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