

Allied World Assurance Co Holdings, AG

Form 4

February 20, 2014

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 *
BRADLEY THOMAS A

(Last) (First) (Middle)

**ALLIED WORLD ASSURANCE
CO. HOLDINGS,
AG, LINDENSTRASSE 8**

(Street)

BAAR/ZUG, V8 CH-6340

(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)
02/18/2014

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)
EVP & CFO

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	02/19/2014		M	551	A \$ 0 ⁽¹⁾	1,860 ⁽²⁾	D
Common Shares	02/19/2014		D	551	D \$ 100.1271 ⁽³⁾	1,309	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
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SEC 1474
(9-02)

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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	02/18/2014		A		2,468		(5)	(5)	Common Shares	2,468
Restricted Stock Units	(1)	02/19/2014		M		551		(7)	(7)	Common Shares	551

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRADLEY THOMAS A ALLIED WORLD ASSURANCE CO. HOLDINGS, AG LINDENSTRASSE 8 BAAR/ZUG, V8 CH-6340	EVP & CFO

Signatures

/s/ Wayne H. Datz, by Power of Attorney 02/20/2014

__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 19, 2013, the reporting person was granted 2,207 Restricted Stock Units for no monetary consideration. The Restricted
- (1) Stock Units convert into cash equal to the market value of 2,207 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - (2) Includes 289 common shares acquired on June 30, 2013 and 20 common shares acquired on December 31, 2013 pursuant to the Company's Amended and Restated 2008 Employee Share Purchase Plan.
 - (3) The fair market value 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 19, 2014.

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- (4) Grant of Restricted Stock Units for no monetary consideration. 2,468 Restricted Stock Units convert into (i) 1,234 common shares and (ii) cash equal to the market value of 1,234 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (5) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.
- (6) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
- (7) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 19, 2014.

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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