

MARKEL ANTHONY F
Form 4
February 13, 2012

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 *
MARKEL ANTHONY F

2. Issuer Name and Ticker or Trading Symbol
MARKEL CORP [MKL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

C/O MARKEL CORPORATION, 4521 HIGHWOODS PKWY

(Street)

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

GLEN ALLEN, VA 23060

(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 Stock | 12/14/2011 | | G | V 1,346 D \$ 0 | 81,562 ⁽¹⁾ | D | |
| Common Stock | 12/19/2011 | | G | V 7,387 D \$ 0 | 74,175 | D | |
| Common Stock | 02/08/2012 | | G | V 384 D \$ 0 | 77,252 ⁽²⁾ | D | |
| Common Stock | | | | | 21,677 ⁽³⁾ | I | By Trust ⁽⁴⁾ |
| Common Stock | | | | | 3,965 | I | As Trustee ⁽⁵⁾ |

| | | | |
|--------------|-------|---|--------------------------|
| Common Stock | 6,220 | I | As Trustee <u>(6)</u> |
| Common Stock | 3,366 | I | As Trustee <u>(7)</u> |
| Common Stock | 2,850 | I | As Trustee <u>(7)</u> |
| Common Stock | 1,961 | I | As Trustee <u>(7)</u> |
| Common Stock | 2,443 | I | By Trust <u>(8)</u> |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARKEL ANTHONY F C/O MARKEL CORPORATION 4521 HIGHWOODS PKWY GLEN ALLEN, VA 23060 | X | | Vice Chairman | |

Signatures

/s/ Linda S. Rotz, Attorney-in-fact for Anthony F.
Markel

02/13/2012

__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) End of period holdings also reflect change in form of beneficial ownership by reason of the distribution of 6,116 shares from Grantor Retained Annuity Trusts to Mr. Markel.
- (2) End of period holdings also reflect change in form of beneficial ownership by reason of the distribution of 3,461 shares from Grantor Retained Annuity Trusts to Mr. Markel.
- (3) End of period holdings reflect change in form of beneficial ownership by reason of the distribution of 9,577 shares from Grantor Retained Annuity Trusts to Mr. Markel.
- (4) Mr. Markel is a Trustee and partial beneficiary of a series of Grantor Retained Annuity Trusts. The total reported herein reflects the aggregate of all such trusts.
- (5) Mr. Markel is Trustee under a charitable lead unitrust in which his children have remainder interests. Beneficial ownership of securities is expressly disclaimed.
- (6) Mr. Markel is the Trustee under trusts for the benefit of himself and his children.
- (7) Mr. Markel is Trustee of irrevocable trusts for the benefit of his children. Beneficial ownership of securities is expressly disclaimed.
- (8) Mr. Markel is the Trustee of a trust for the benefit of his children and their descendants and in which Mr. Markel retains a partial interest. Mr. Markel disclaims beneficial ownership of the shares held in the trust except to the extent of his partial interest.

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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