

Allied World Assurance Co Holdings, AG

Form 4

February 22, 2017

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)
02/17/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ 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	02/17/2017		M	1,043	A \$ 0 ⁽¹⁾	16,943 ⁽²⁾	D
Common Shares	02/17/2017		D	417	D \$ 53.3743 ⁽³⁾	16,526	D
Common Shares	02/17/2017		F	341 ⁽⁴⁾	D \$ 53.52	16,185	D
Common	02/18/2017		M	1,200	A \$ 0 ⁽⁵⁾	17,385	D

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Shares

Common Shares	02/18/2017	D	600	D	\$ 53.3743 (6)	16,785	D	
Common Shares	02/18/2017	F	310 (4)	D	\$ 53.52	16,475	D	
Common Shares	02/19/2017	M	1,437	A	\$ 0 (7)	17,912	D	
Common Shares	02/19/2017	D	1,437	D	\$ 53.3743 (8)	16,475	D	
Common Shares						76,917	I	By Trust (9)

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 or Value of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price or Value
Restricted Stock Units	(1)	02/17/2017		M		1,043		(10)	(10)	Common Shares	1,043	0.00
Restricted Stock Units	(5)	02/18/2017		M		1,200		(12)	(12)	Common Shares	1,200	0.00
Restricted Stock Units	(7)	02/19/2017		M		1,437		(13)	(13)	Common Shares	1,437	0.00

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

02/22/2017

__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) On February 17, 2015, the reporting person was granted 4,173 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,504 common shares and (ii) cash equal to the market value of 1,669 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (2) Includes 218 common shares acquired on June 30, 2016 and 142 common shares acquired on December 31, 2016 pursuant to the Company's Amended and Restated 2008 Employee Share Purchase Plan.
- (3) 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 17, 2017.
- (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) On February 18, 2014, the reporting person was granted 4,812 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,406 common shares and (ii) cash equal to the market value of 2,406 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (6) 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 prior to February 18, 2017.
- (7) On February 19, 2013, the reporting person was granted 5,739 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into cash equal to the market value of 5,739 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (8) The fair market value was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days prior to February 19, 2017.
- (9) Represents 76,917 shares held by an irrevocable trust for the benefit of the reporting person's children.
- (10) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 17, 2016.
- (11) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
- (12) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.
- (13) 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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