

ASSURED GUARANTY LTD
 Form 4
 December 06, 2013

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 *
FREDERICO DOMINIC

2. Issuer Name and Ticker or Trading Symbol
**ASSURED GUARANTY LTD
 [AGO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
30 WOODBOURNE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO/Deputy Chairman

HAMILTON, D0 HM08

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	11/20/2013		G	V	1,708	D	\$ 0
Common Shares	12/04/2013		M		500,000	A	\$ 18
Common Shares	12/04/2013		F		426,095 (1)	D	\$ 24.65 (2)
Common Shares	12/05/2013		A		462,2147 (3)	A	\$ 24.08 (4)
Common Shares					9,400	I	By Wife

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Represents the payment of the exercise price and withholding taxes of an employee stock option through the attestation of previously owned shares.

- (2) The price is equal to the fair market value of the Common Shares on the date of exercise and is used to determine the value of the shares delivered to the Company by attestation of previously owned shares in payment of the exercise price and withholding taxes.
- (3) Represents accrual of dividend equivalents on restricted stock units granted pursuant to the Assured Guaranty Ltd. 2004 Long-Term Incentive Plan which meets the requirements of Rule 16b-3.
- (4) Total includes 1,140 shares purchased on 06/30/2013 pursuant to the Assured Guaranty Ltd. Stock Purchase Plan which meets the requirements of Rule 16b-3.
- (5) Options vested as follows: 1/3 on 04/27/2005, 1/3 on 04/27/2006 and 1/3 on 04/27/2007.

All options of this tranche have been exercised. The total number of options from other tranches with different exercise prices, vesting

- (6) terms and expiration dates is 751,577. In addition to the total listed, the Reporting Person owns indirectly through the Family Limited Partnership 333,334 stock options from other tranches with different exercise prices, vesting terms and expiration dates.

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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