

Brewer Russell B. II
Form 4
September 24, 2018

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 *
Brewer Russell B. II

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)
09/21/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Surveillance Officer

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	09/21/2018		M		10,000	A	\$ 19.79
Common Shares	09/21/2018		M		8,964	A	\$ 17.44
Common Shares	09/21/2018		M		10,398	A	\$ 19.24
Common Shares	09/21/2018		S		29,362	D	\$ 42.36

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to Acquire Common Shares	\$ 19.79	09/21/2018		M	10,000	<u>(2)</u> 02/24/2020	Common Shares 10,000
Options to Acquire Common Shares	\$ 17.44	09/21/2018		M	8,964	02/09/2015 02/09/2019	Common Shares 8,964
Options to Acquire Common Shares	\$ 19.24	09/21/2018		M	10,398	02/07/2016 02/07/2020	Common Shares 10,398

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brewer Russell B. II
30 WOODBOURNE AVENUE
HAMILTON, D0 HM08

Chief Surveillance Officer

Signatures

/s/ Ling Chow,
Attorney-in-fact

09/24/2018

__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) The Common Shares sold by the Reporting Person and reported herein were sold at a range of between \$42.32 and \$42.41 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (2) Options vested as follows: 1/3 on 02/24/2011, 1/3 on 02/24/2012 and 1/3 on 02/24/2013.
- (3) All options of this tranche have been exercised. The total number of performance share units from tranches with different performance measures, performance periods and vesting dates is 52,238.

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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