

Allied World Assurance Co Holdings, AG
 Form 4
 February 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Dupont Wesley D

2. Issuer Name and Ticker or Trading Symbol
 Allied World Assurance Co Holdings, AG [AWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & General Counsel

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR

(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

ZUG, V8 6300

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Shares | 02/22/2015 | | M | | 2,631 A \$ 0 ⁽¹⁾ | 202,537 | D |
| Common Shares | 02/22/2015 | | M | | 1,290 A \$ 0 ⁽²⁾ | 203,827 | D |
| Common Shares | 02/22/2015 | | D | | 2,751 D \$ 40.4481 ⁽³⁾ | 201,076 | D |
| Common | 02/22/2015 | | F | | 588 ⁽⁴⁾ D \$ 40.54 | 200,488 | D |

Shares

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 required to respond unless the form displays a currently valid OMB control number.

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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 (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. Pr Deriv Secu (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-----------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | <u>(1)</u> | 02/22/2015 | | M | 2,631 | <u>(5)</u> | <u>(5)</u> | Common Shares | 2,631 |
| Restricted Stock Units | <u>(2)</u> | 02/22/2015 | | M | 1,290 | <u>(7)</u> | <u>(7)</u> | Common Shares | 1,290 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dupont Wesley D
ALLIED WORLD ASSURANCE CO. HOLDINGS, AG
GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR
ZUG, V8 6300

EVP & General Counsel

Signatures

/s/ Wayne H. Datz, by Power of Attorney

02/24/2015

**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 22, 2012, the reporting person was granted 10,530 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,106 common shares and (ii) cash equal to the market value of 8,424 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. These Restricted Stock Units were previously reported as a grant of 3,510 Restricted Stock Units converting into (i) 702 common shares and (ii) cash equal to the market value of 2,808 common shares. These amounts have been adjusted to reflect the issuer's 3-for-1 stock split paid on May 23, 2014.

(2) On February 22, 2011, the reporting person was granted 5,160 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 2,580 common shares and (ii) cash equal to the market value of 2,580 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units. These Restricted Stock Units were previously reported as a grant of 1,720 Restricted Stock Units converting into (i) 860 common shares and (ii) cash equal to the market value of 860 common shares. These amounts have been adjusted to reflect the issuer's 3-for-1 stock split paid on May 23, 2014.

(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 prior to February 22, 2015, which was on a Sunday.

(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) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2013.

(6) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.

(7) The Restricted Stock Units vested in four equal installments with the first installment vesting on February 22, 2012.

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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