

Allied World Assurance Co Holdings, AG
 Form 4
 February 24, 2016

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 *
 Bender John

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)
 02/22/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CEO, Allied World Re Mgt Co

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 02/22/2016 | | A | (A) 9,577 (1) | \$ 0 | D | |
| Common Shares | 02/22/2016 | | F | (A) 4,685 (2) | \$ 31.95 | D | |
| Common Shares | 02/22/2016 | | M | (A) 2,340 | \$ 0 (3) | D | |
| Common Shares | 02/22/2016 | | D | (A) 1,872 | \$ 31.4723 | D | |

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(4)

Common Shares 02/22/2016 F 226 (5) D \$ 31.95 132,750 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (6) | 02/22/2016 | | A | 5,474 | (7) (7) | Common Shares | 5,474 |
| Restricted Stock Units | (3) | 02/22/2016 | | M | 2,340 | (9) (9) | Common Shares | 2,340 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bender John ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR ZUG, V8 6300 | | | CEO, Allied World Re Mgt Co | |

Signatures

/s/ Theodore Neos, by Power of Attorney 02/24/2016

**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) Represents the Company's common shares that were earned pursuant to a 2013 performance-based award for no monetary consideration and which vested at 113% of target based on the achievement of pre-established performance criteria during the applicable three-year performance period established under the Company's Third Amended and Restated 2004 Stock Incentive Plan.

(2) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of performance-based awards.

(3) On February 22, 2012, the reporting person was granted 9,360 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 1,872 common shares and (ii) cash equal to the market value of 7,488 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

(4) 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 22, 2016.

(5) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.

(6) Grant of Restricted Stock Units for no monetary consideration. Restricted Stock Units convert into (i) 4,379 common shares of the Company and (ii) cash equal to the market value of 1,095 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

(7) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2017.

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

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

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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