

DILLARD JOAN H
Form 4
February 23, 2012

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 *
DILLARD JOAN H

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)

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, LINDENSTRASSE 8

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP & CFO

BAAR/ZUG, V8 CH-6340

(City) (State) (Zip)

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

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 or Price | | |
| Common Shares | 02/22/2012 | | A | | 22,500 (1) | A | \$ 0 |
| Common Shares | 02/22/2012 | | M | | 494 | A | \$ 0 (2) |
| Common Shares | 02/22/2012 | | M | | 1,650 | A | \$ 0 (3) |
| Common Shares | 02/22/2012 | | D | | 907 | D | \$ 66.8906 (4) |

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- Represents the Company's Common Shares that were earned pursuant to a 2009 LTIP award for no monetary consideration and which
- (1) vested at 150% 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 Long-Term Incentive Plan.

- On February 22, 2011, the reporting person was granted 1,980 Restricted Stock Units for no monetary consideration. The Restricted
- (2) Stock Units convert into (i) 990 of the Company's Common Shares and (ii) cash equal to the market value of 990 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

- On February 22, 2010, the reporting person was granted 6,600 Restricted Stock Units for no monetary consideration. The Restricted
- (3) Stock Units convert into (i) 3,960 of the Company's Common Shares and (ii) cash equal to the market value of 2,640 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 Company's Common Shares for the five consecutive trading days up to and including February 22, 2012.

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

- (6) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2011.

- Grant of Restricted Stock Units for no monetary consideration. 3,517 Restricted Stock Units convert into (i) 703 Common Shares of the
- (7) Company and (ii) cash equal to the market value of 2,814 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.

- (8) The Restricted Stock Units vest 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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