Tizzio Vincent C Form 3 August 10, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NAVIGATORS GROUP INC [NAVG] Tizzio Vincent C (Month/Day/Year) 08/02/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O THE NAVIGATORS (Check all applicable) GROUP, INC., 6 INTERNATIONAL DRIVE 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) President & CEO, NMC (sub) _X_ Form filed by One Reporting Person RYE BROOK, NYÂ 10573 Form filed by More than One Reporting Person (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: (Instr. 5) Direct (D)

4. Nature of Indirect Beneficial Ownership

or Indirect (I) (Instr. 5)

Common Stock $0^{(1)}$

Â D

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

SEC 1473 (7-02)

Derivative

Security:

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect 1. Title of Derivative Security 4. 5. **Expiration Date** Securities Underlying Ownership Beneficial Ownership (Instr. 4) Conversion (Month/Day/Year) Derivative Security or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative

Edgar Filing: Tizzio Vincent C - Form 3

Date Expiration Title Exercisable Date

Amount or Security Number of Shares Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Â

Director 10% Owner Officer

Other

Tizzio Vincent C

C/O THE NAVIGATORS GROUP, INC. 6 INTERNATIONAL DRIVE RYE BROOK, NYÂ 10573

Â President & CEO, NMC (sub)

Signatures

Emily B. Miner, attorney-in-fact

08/10/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Excludes unvested restricted stock units over which the Reporting Person does not have voting or dispositive control.

Â

Remarks:

Exhibit List: 24. Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2