NAVIGATORS GROUP INC

Form 4

February 17, 2016

FORM 4

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

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bassett Jr H Clay Issuer Symbol NAVIGATORS GROUP INC (Check all applicable) [NAVG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O THE NAVIGATORS GROUP, 02/12/2016 SVP, Chief Underwriting Officer INC., 400 ATLANTIC STREET,

8TH FLOOR

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

STAMFORD, CT 06901

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/12/2016		A(1)	3,750	A	\$0	15,435 <u>(2)</u>	D	
Common Stock	02/12/2016		F(3)	1,382	D	\$ 80.3	14,053 (2)	D	
Common Stock	02/12/2016		A(4)	1,575	A	\$0	15,628 (2)	D	
Common Stock	02/12/2016		F(5)	570	D	\$ 80.3	15,058 (2)	D	

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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.

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

 Title of 	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			`		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
							Exercisable Date	•	Title	Number	
								0.	of		
				Code	V	(A) (D)				Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Bassett Jr H Clay C/O THE NAVIGATORS GROUP, INC. 400 ATLANTIC STREET, 8TH FLOOR STAMFORD, CT 06901

SVP, Chief Underwriting Officer

Signatures

Emily B. Miner, 02/17/2016 attorney-in-fact

**Signature of Reporting Person

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) Vesting of restricted stock units grant, which was previously reported.
- (2) Excludes unvested shares of stock awards over which the Reporting Person does not have voting or dispositive control.
- (3) Shares withheld to satisfy tax obligation arising out of vesting of restricted stock units.
- (4) Vesting of grant of performance shares.
- (5) Shares withheld to satisfy tax obligations arising out of vesting of performance shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

9. Ni

SEC 1474

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