

SCHLACHTER HARRY

Form 4

May 28, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SCHLACHTER HARRY

2. Issuer Name and Ticker or Trading Symbol
**Amtrust Financial Services, Inc.
[AFSI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Treasurer

AMTRUST FINANCIAL SERVICES INC, 59 MAIDEN LANE, 43RD 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

NEW YORK, NY 10038

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/23/2013		M	548 ⁽¹⁾ A	\$ 0	24,653	D
Common Stock	05/23/2013		F	225 ⁽²⁾ D	\$ 32.24	24,428	D
Common Stock	05/23/2013		M	398 ⁽³⁾ A	\$ 0	24,826	D
Common Stock	05/23/2013		F	164 ⁽⁴⁾ D	\$ 32.24	24,662	D

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

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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 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	(5)	05/23/2013		M	548	(6) (6)	Common Stock	548 (7)
Restricted Stock Units	(5)	05/23/2013		M	398	(8) (8)	Common Stock	398 (9)
Restricted Stock Units	(5)	05/23/2013		A	1,864	(10) (10)	Common Stock	1,864

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLACHTER HARRY AMTRUST FINANCIAL SERVICES INC 59 MAIDEN LANE, 43RD FLOOR NEW YORK, NY 10038			SVP, Treasurer	

Signatures

/s/ Harry Schlachter 05/28/2013

**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) Acquisition of common stock resulting from vesting of one-fourth of the restricted stock units granted to Mr. Schlachter on May 23, 2011.
- (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Schlachter on May 23, 2011.
- (3) Acquisition of common stock resulting from vesting of one-fourth of the restricted stock units granted to Mr. Schlachter on May 23, 2012.
- (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Schlachter on May 23, 2012.
- (5) Each restricted stock unit represents a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.
- (6) On May 23, 2011, Mr. Schlachter received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting schedule.
- (7) As a result of the 10% stock dividend paid on September 20, 2012 and pursuant to anti-dilution provisions in AmTrust Financial Services, Inc.'s 2010 Omnibus Incentive Plan, 1,494 outstanding restricted stock units granted to Mr. Schlachter on May 23, 2011 and held on September 20, 2012 because 1,644 restricted stock units.
- (8) On May 23, 2012, Mr. Schlachter received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
- (9) As a result of the 10% stock dividend paid on September 20, 2012 and pursuant to anti-dilution provisions in AmTrust Financial Services, Inc.'s 2010 Omnibus Incentive Plan, 1,448 outstanding restricted stock grants granted to Mr. Schlachter on May 23, 2012 and held on September 20, 2012 became 1,593 restricted stock units.
- (10) On May 23, 2013, Mr. Schlachter received restricted stock units representing 1,864 shares subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.