Edgar Filing: NAVIGATORS GROUP INC - Form 4

NAVIGATC Form 4	ORS GROUP IN	NC									
February 18,	2015										
FORM	14					~			OMB AF	PPROVAL	
UNITED STATES SECU				URITIES AND EXCHANGE COMMISSION Vashington, D.C. 20549					OMB Number:	3235-0287	
Check the if no long	ter	ər							Expires:	January 31, 2005	
subject to Section 1 Form 4 o	6. SIAIE	EMENT O	F CHAN	GES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Estimated a burden hou response	verage	
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 1	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section									
(Print or Type F	Responses)										
DeFalco Ciro M Symbol			r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
NA' [NA					JROUP	INC		(Check all applicable)			
(Last)	Last) (First) (Middle) 3. Date of			Earliest Transaction				Director		Owner	
	AVIGATORS		(Month/D 02/15/2	-				X Officer (give below) SVP & Ch	below) ief Financial O	er (specify fficer	
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	02/15/2015			A <u>(1)</u>	3,500	А	\$0	8,130 <u>(5)</u>	D		
Common Stock	02/15/2015			F <u>(2)</u>	1,300	D	\$ 73.14	6,830 <u>(5)</u>	D		
Common Stock	02/15/2015			A <u>(3)</u>	3,150	A	\$0	9,980 <u>(5)</u>	D		
Common Stock	02/15/2015			F <u>(4)</u>	1,140	D	\$ 73.14	7,648 <u>(5)</u>	D		

73.14

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

Stock

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

attorney-in-fact

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DeFalco Ciro M C/O THE NAVIGATORS GROUP, INC. 400 ATLANTIC STREET STAMFORD, CT 06901			SVP & Chief Financial Officer				
Signatures							
Emily B. Miner, 02/1	18/2015						

**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) Shares withheld to satisfy tax obligation tax arising out of vesting of restricted stock units.

Date

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

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