

VALIDUS HOLDINGS LTD
Form 4
December 10, 2014

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 *
Greenberg Jeffrey W.

(Last) (First) (Middle)

535 MADISON AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	12/08/2014		S	215,325	D \$ 42.2 (4)	713,276 (5)	I See Footnotes (1) (3)
Common Shares	12/09/2014		S	33,549	D \$ 42.03 (6)	679,727	I See Footnotes (1) (3)
Common Shares	12/08/2014		S	120,118	D \$ 42.2 (4)	397,924 (5)	I See Footnotes (2) (3)
Common Shares	12/09/2014		S	18,715	D \$ 42.03	379,209	I See Footnotes

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stockholder of Aquiline Holdings GP Inc. is Jeffrey W. Greenberg. Mr. Greenberg also serves as a managing principal of Aquiline Capital Partners LLC.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.05 and \$42.33, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(5) This number reflects the correct number of shares beneficially owned after the reported transaction, correcting a 15 share discrepancy in prior reports due to administrative error.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.00 and \$42.10, inclusive. The reporting person undertakes to provide to Validus Holdings, Ltd., any security holder of Validus Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), Mr. Greenberg may be

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