

Litvack James Michael
 Form 4
 May 17, 2012

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 *
 Litvack James Michael

2. Issuer Name and Ticker or Trading Symbol
 DELPHI FINANCIAL GROUP
 INC/DE [DFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Former director

C/O DELPHI CAPITAL
 MANAGEMENT, INC., 590
 MADISON AVENUE, 30TH
 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 10022

(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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	05/15/2012		D	4,158	D 43.875 0 <u>(1)</u>		D

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

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 (9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 31.6067	05/15/2012		D		15,000		08/05/2006	08/05/2015	Class A Common Stock	15,000
Stock Option (right to buy)	\$ 31.6067	05/15/2012		D		1,779		11/03/2005	08/05/2015	Class A Common Stock	1,779
Stock Option (right to buy)	\$ 34.6667	05/15/2012		D		7,452		05/04/2007	05/04/2016	Class A Common Stock	7,452
Stock Option (right to buy)	\$ 34.6667	05/15/2012		D		2,163		08/02/2006	05/04/2016	Class A Common Stock	2,163
Stock Option (right to buy)	\$ 42.91	05/15/2012		D		6,991		05/01/2008	05/09/2017	Class A Common Stock	6,991
Stock Option (right to buy)	\$ 27.15	05/15/2012		D		2,762		08/05/2008	05/07/2018	Class A Common Stock	2,762
Stock Option (right to buy)	\$ 27.15	05/15/2012		D		11,049		05/01/2009	05/07/2018	Class A Common Stock	11,049
Stock Option (right to buy)	\$ 19.58	05/15/2012		D		15,322		05/01/2010	05/06/2019	Class A Common Stock	15,322
	\$ 19.58	05/15/2012		D		3,830		08/04/2009	05/06/2019		3,830

Stock Option (right to buy)								Class A Common Stock	
Stock Option (right to buy)	\$ 26.33	05/15/2012	D	5,697	05/01/2011	05/05/2020		Class A Common Stock	5,697
Stock Option (right to buy)	\$ 26.33	05/15/2012	D	2,279	08/03/2010	05/05/2020		Class A Common Stock	2,279
Stock Option (right to buy)	\$ 29.83	05/15/2012	D	5,028	05/01/2012	05/11/2021		Class A Common Stock	5,028
Stock Option (right to buy)	\$ 29.83	05/15/2012	D	2,011	08/09/2011	05/11/2021		Class A Common Stock	2,011

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Litvack James Michael C/O DELPHI CAPITAL MANAGEMENT, INC. 590 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022				Former director

Signatures

Chad W. Coulter, Attorney-in-Fact for James M. Litvack

05/17/2012

**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) Disposed of pursuant to the Agreement and Plan of Merger dated as of December 21, 2011 by and among the issuer, Tokio Marine Holdings, Inc. and TM Investment (Delaware) Inc. (the "Merger Agreement"), pursuant to which each of the shares was converted into the right to receive \$43.875 in cash. In addition, pursuant to the terms of the Merger Agreement, a special cash dividend of \$1.00 per share was paid in respect of such shares on May 16, 2012.

(2) Pursuant to the terms of the Merger Agreement, such option, whether or not fully vested, was cancelled in exchange for the right to receive a cash payment equal to the amount by which \$44.875 exceeded the exercise price per share of such option, multiplied by the number of shares of Class A Common Stock underlying such option.

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

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