## Edgar Filing: PRESTIA GARY - Form 4

PRESTIA GARY Form 4 March 11, 2011 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).							OMB Number: Expires: Estimated a burden hou response	0			
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> PRESTIA GARY			2. Issuer Name <b>and</b> Ticker or Trading Symbol Flagstone Reinsurance Holdings, S.A. [FSR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2011					Director 10% Owner XOfficer (give title Other (specify below) CUO - North America			
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acai	uired, Disposed of	. or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		3.	4. Securitie n(A) or Disp (Instr. 3, 4 a	s Acqu osed o	uired	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Shares Common Shares	03/10/2011			Code V M	Amount 141,292	(D) A	Price \$ 0 (1)	(Instr. 3 and 4) 141,292 500	D I	By wife (2)	

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

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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)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	1 7. Title and A Underlying Se (Instr. 3 and 4
			Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Share Units	\$ 0 <u>(1)</u>	03/10/2011	М	94,195	01/01/2011(3) 04/01/2011(3)	Common Shares

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PRESTIA GARY FLAGSTONE REINSURANCE HOLDINGS SA 37, VAL ST ANDRE LUXEMBOURG, N4 L-1128			CUO - North America			
Signatures						

/s/ William F. Fawcett, by power of attorney

\*\*Signature of Reporting Person

Date

03/10/2011

## **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).

Vesting of Performance Share Units ("PSUs") is contingent on the reporting person's continued employment with Flagstone Reinsurance Holdings SA (the "Company") and the Company meeting certain fully diluted return-on-equity ("FDROE") goals. Upon vesting, the PSU

- (1) holder is entitled to receive a number of common shares of the Company (or the cash equivalent, at the election of the Company) equal to the product of the number of PSUs granted multiplied by a factor based on the Company's FDROE during the vesting period. The factor ranges between 0.5 and 1.5, depending on the FDROE achieved during the vesting period.
- (2) The Reporting Person disclaims beneficial ownership of the shares held by his wife.

The PSUs vested on January 1, 2011; however, settlement of any shares took place following the calculation of the factor described in footnote (1). The factor used to determine the number of common shares awarded was determined following the filing of the Company's

- (3) notified (1). The factor used to determine the number of common shares awarded was determined following the ming of the Company annual report on Form 10-K on March 2, 2011. The expiration date assumes that the Company would settle these PSUs within three months of the vesting date.
- (4) Based on the FDROE achieved during the relevant period, the number of common shares awarded was determined by multiplying the number of PSUs by a factor of 1.5.

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.