#### **VALIDUS HOLDINGS LTD**

Form 4 June 03, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

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Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

| 1. Name and Ad<br>Carpenter Mi                  | •       | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>VALIDUS HOLDINGS LTD [VR] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |  |  |  |
|---|---------|----------------|--|--|--|--|--|
| (Last)  | (First) | (Middle)       | 3. Date of Earliest Transaction (Month/Day/Year)                                   | _X_ Director10% Owner  |  |  |  |
| C/O VALIDUS HOLDINGS,<br>LTD., 29 RICHMOND ROAD |         |                | 06/01/2014   | Officer (give title Other (specify below)                                |  |  |  |
| (Street)  |         |                | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Check                                |  |  |  |
|   |         |                | Filed(Month/Day/Year)  | Applicable Line) _X_ Form filed by One Reporting Person                  |  |  |  |
| PEMBROKE, D0 HM08                               |         |                |  | Form filed by More than One Reporting Person                             |  |  |  |

| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|--------|---------|-------|--|
|--------|---------|-------|--|

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I) | 7. Nature of Indirect Beneficial Ownership |  |
|--------------------------------------|--------------------------------------|---|--------------------------------|--|-----|-------|---|--|--|--|
|                                      |                                      |   |                                | (A)<br>or  |     |       | Following Reported Transaction(s)                   | (Instr. 4)   | (Instr. 4)                                 |  |
|                                      |                                      |   | Code V                         | Amount   | (D) | Price | (Instr. 3 and 4)                                    |  |  |  |
| Common<br>Stock                      | 06/01/2014                           |   | A                              | 670  | A   | \$0   | 303,040   | D  |  |  |
| Common<br>Stock                      | 06/01/2014                           |   | A(1)                           | 1,339  | A   | \$0   | 304,379   | D  |  |  |

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

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.

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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 | 2. Conversion                            | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti | 5.<br>orNumber | 6. Date Exerc<br>Expiration D |                    | 7. Title<br>Amount                           |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|--|--------------------------------------|-------------------------------|-----------------|----------------|-------------------------------|--------------------|--|--|------------------------|---|
| Security (Instr. 3)    | or Exercise Price of Derivative Security | (Month/Day/Tear)                     | any                           | Code (Instr. 8) | of             | (Month/Day/Year)              |                    | Underlying<br>Securities<br>(Instr. 3 and 4) | ying<br>ies                            | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |  |                                      |                               | Code V          | (A) (D)        | Date<br>Exercisable           | Expiration<br>Date | Title N                                      | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Carpenter Michael E.A. C/O VALIDUS HOLDINGS, LTD. 29 RICHMOND ROAD PEMBROKE, D0 HM08

X

### **Signatures**

/s/ Michael E. A. 06/03/2014 Carpenter

\*\*Signature of Reporting 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) Shares acquired represent the 2014 Director's annual stock award. The award was immediately vested as of the grant 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.

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