

ASPEN INSURANCE HOLDINGS LTD

Form 4

February 10, 2016

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**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 \*  
Gibbard Lisa Ms.2. Issuer Name and Ticker or Trading  
Symbol  
ASPEN INSURANCE HOLDINGS  
LTD [AHL]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
ASPEN INSURANCE HOLDINGS  
LIMITED, 141 FRONT STREET3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2016☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)  
Head of IT & Shared Services

(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

HAMILTON, D0 HM19

(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)
			Code	V Amount (D) Price			

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**SEC 1474  
(9-02)**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. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		Securities (Instr. 3 and 4)		Secur (Instr	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units (2016 Grant)	<u>(1)</u>	02/08/2016	A		1,917		<u>(2)</u>	<u>(2)</u>	Ordinary Shares	1,917
Restricted Share Units (2015 Part Bonus)	<u>(1)</u>	02/08/2016	A		1,065		<u>(3)</u>	<u>(3)</u>	Ordinary Shares	1,065

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Gibbard Lisa Ms. ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET HAMILTON, D0 HM19	Head of IT & Shared Services

## Signatures

/s/Silvia Martinez as Attorney-in-Fact for Lisa  
Gibbard

02/10/2016

\_\_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) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.  
Represents 2016 Restricted Share Units granted on February 8, 2016 under our 2013 Share Incentive Plan. One-third of the 2016 Restricted Share Units vests annually on the anniversary of the grant date over a three-year period, in each case subject to the Reporting Person's continued service. Upon vesting of the 2016 Restricted Share Units, the Reporting Person shall be entitled to received a number of Ordinary Shares equal to the number of Restricted Share Units then vesting.
- (3) Represents a portion of the Reporting Person's annual bonus for 2015 paid in Restricted Share Units. The Restricted Share Units were granted on February 8, 2016. One-third of the Restricted Share Units vest annually on the anniversary of the grant date over a three-year period, in each case subject to the Reporting Person's continued service, unless terminated without cause or by the Reporting Person for good reason. Upon vesting of the Restricted Share Units, the Reporting Person shall be entitled to receive a number of Ordinary Shares

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equal to the number of Restricted Share Units then vesting.

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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