

ASPEN INSURANCE HOLDINGS LTD

Form 4

February 23, 2016

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

Check this box
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Issavi Emil

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 STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2016

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President, Aspen Re

(Street)
HAMILTON, D0 Hm19

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

(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	(A) or (D)	Price
Ordinary Shares	02/19/2016		A ⁽¹⁾		12,565	A ⁽¹⁾	\$ 36,014
Ordinary Shares	02/22/2016		F ⁽²⁾		6,256	D	\$ 45.51

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)

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 4

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
2013 Performance Shares	(4)	02/19/2016		A	4,624	(5) (5)	Ordinary Shares 4,624
2013 Performance Shares	(4)	02/19/2016		M	12,565	(6) (6)	Ordinary Shares 12,565
2014 Performance Shares	(4)	02/19/2016		A	5,110	(7) (7)	Ordinary Shares 5,110
2015 Performance Shares	(4)	02/19/2016		A	7,866	(8) (8)	Ordinary Shares 7,866

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Issavi Emil ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET HAMILTON, D0 Hm19	President, Aspen Re

Signatures

/s/Silvia Martinez as Attorney-in-fact for Emil
Issavi
02/23/2016
**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) Ordinary shares acquired upon mandatory conversion of Performance Shares in accordance with the performance conditions having been met.
- (2) Ordinary shares sold in order to satisfy tax liability upon vesting of previously granted Performance Shares.
- (3)

Edgar Filing: ASPEN INSURANCE HOLDINGS LTD - Form 4

The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$45.3300 to \$45.6000. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

- (4) Each Performance Share represents the right to receive one share of the Issuer's Ordinary Shares.

Represents 2013 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2013 Performance Share award is tested annually over a three-year period. All vested 2013 Performance Shares are issued following the filing of the annual report on Form 10-K for the year ended December 31, 2015.

- (6) Represents mandatory conversion into Issuer's Ordinary Shares of all 2013 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer and filing of the annual report on Form 10-K for the year ended December 31, 2015.

Represents 2014 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2014 Performance Share award is tested annually over a three-year period. All vested 2014 Performance Shares are issued following the filing of the annual report on Form 10-K for the year ended December 31, 2016.

- (8) Represents 2015 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2015 Performance Share award is tested annually over a three-year period. All vested 2015 Performance Shares will be issued following the filing of the annual report on Form 10-K for the year ended December 31, 2017.

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.