

Allied World Assurance Co Holdings, AG
 Form 4
 February 22, 2017

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 *
 Carmilani Scott A

2. Issuer Name and Ticker or Trading Symbol
 Allied World Assurance Co Holdings, AG [AWH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO and Chairman

ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, GUBELSTRASSE 24, PARK TOWER, 15TH 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

ZUG, V8 6300

(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 | | | |
| Common Shares | 02/17/2017 | | M | 9,308 A \$ 0 ⁽¹⁾ | 1,261,531 | D | |
| Common Shares | 02/17/2017 | | D | 3,723 D \$ 53.3743 ⁽²⁾ | 1,257,808 | D | |
| Common Shares | 02/17/2017 | | F | 2,868 ⁽³⁾ D \$ 53.52 | 1,254,940 | D | |
| Common Shares | 02/18/2017 | | M | 10,734 A \$ 0 ⁽⁴⁾ | 1,265,674 | D | |

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| Shares | | | | | | | | |
|---------------|------------|---|--------------|---|-------------------|-----------|---|-----------------|
| Common Shares | 02/18/2017 | D | 5,367 | D | \$ 53.3743 (5) | 1,260,307 | D | |
| Common Shares | 02/18/2017 | F | 2,763 (3) | D | \$ 53.52 | 1,257,544 | D | |
| Common Shares | 02/19/2017 | M | 12,801 | A | \$ 0 (6) | 1,270,345 | D | |
| Common Shares | 02/19/2017 | D | 12,801 | D | \$ 53.3743 (7) | 1,257,544 | D | |
| Common Shares | | | | | | 139,000 | I | By Trust (8) |

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.

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(9-02)

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) | 8. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 02/17/2017 | | M | 9,308 | (9) | (9) | Common Shares | 9,308 |
| Restricted Stock Units | (4) | 02/18/2017 | | M | 10,734 | (11) | (11) | Common Shares | 10,734 |
| Restricted Stock Units | (6) | 02/19/2017 | | M | 12,801 | (12) | (12) | Common Shares | 12,801 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carmilani Scott A ALLIED WORLD ASSURANCE CO. HOLDINGS, AG GUBELSTRASSE 24, PARK TOWER, 15TH FLOOR ZUG, V8 6300 | X | | President, CEO and Chairman | |

Signatures

/s/ Theodore Neos, by Power of Attorney 02/22/2017

**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) On February 17, 2015, the reporting person was granted 37,233 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 22,340 common shares and (ii) cash equal to the market value of 14,893 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - (2) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days up to and including February 17, 2017.
 - (3) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
 - (4) On February 18, 2014, the reporting person was granted 42,930 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into (i) 21,465 common shares and (ii) cash equal to the market value of 21,465 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - (5) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days up prior to February 18, 2017.
 - (6) On February 19, 2013, the reporting person was granted 51,201 Restricted Stock Units for no monetary consideration. The Restricted Stock Units convert into cash equal to the market value of 51,201 common shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
 - (7) The fair market value was determined using the daily volume-weighted average sales price of the common shares for the five consecutive trading days prior to February 19, 2017.
 - (8) Represents 139,000 shares held by an irrevocable trust for the benefit of the reporting person's spouse and children.
 - (9) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 17, 2016.
 - (10) Represents Restricted Stock Units held by the reporting person that vest in whole or in part in cash.
 - (11) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 18, 2015.
 - (12) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 19, 2014.

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.