

Aman Timothy Paul
Form 4
August 01, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Aman Timothy Paul

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, 141 FRONT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2017

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Group Chief Risk Officer

HAMILTON, D0 HM19

4. If Amendment, Date Original
Filed(Month/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)

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)
				(A) or (D)			
			Code	V	Amount		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
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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 Securities
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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)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units (2017 Grant)	(1)	07/28/2017	A		3,601		(2)	(2)	Ordinary Shares	3,601
2017 Performance Shares	(3)	07/28/2017	A		10,802		(4)	(4)	Ordinary Shares	10,802

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Aman Timothy Paul ASPEN INSURANCE HOLDINGS 141 FRONT STREET HAMILTON, D0 HM19	Group Chief Risk Officer

Signatures

/s/Silvia Martinez as Attorney-in-fact for Timothy Paul
Aman 08/01/2017

__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) Each Restricted Share Unit represents the right to receive one share of the Issuer's Ordinary Shares.
Represents 2017 Restricted Share Units granted on July 28, 2017 under our 2013 Share Incentive Plan, as amended. One-third of the 2017 Restricted Share Units vests annually beginning February 10, 2018 over a three-year period, in each case subject to the Reporting Person's continued service. Upon vesting of the 2017 Restricted Share Units, the Reporting Person shall be entitled to receive a number of Ordinary Shares equal to the number of Restricted Share Units then vesting.
- (3) Each Performance Share represents the right to receive one share of the Issuer's Ordinary Shares.
Represents 2017 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2017 Performance Share award is tested annually over a three-year period. All vested 2017 Performance Shares will be issued following the filing of the annual report on Form 10-K for the year ended December 31, 2019.

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.