

JAMES RIVER GROUP, INC

Form 4/A

December 19, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIDENT II L P

(Last) (First) (Middle)

C/O MAPLES & CALDER,
UGLAND HOUSE, BOX 309,
SOUTH CHURCH STREET

(Street)

GEORGE TOWN, GRAND
CAYMAN, E9 BWI

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
JAMES RIVER GROUP, INC
[JRVV]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/05/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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)
Common Stock	12/01/2006		S	2,317 D \$ 33	2,796,771 ⁽¹⁾ <u>(2)</u>	D	
Common Stock	12/01/2006		S	2,021 D \$ 32.75	2,794,750	D	
Common Stock	12/01/2006		S	14,362 D \$ 32.5	2,780,388	D	
Common Stock	12/01/2006		S	200 D \$ 32.54	2,780,188	D	

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Common Stock	12/01/2006	S	100	D	\$ 32.61	2,780,088	D
Common Stock	12/01/2006	S	200	D	\$ 32.67	2,779,888	D
Common Stock	12/01/2006	S	100	D	\$ 32.66	2,779,788	D
Common Stock	12/01/2006	S	600	D	\$ 32.63	2,779,188	D
Common Stock	12/01/2006	S	100	D	\$ 32.52	2,779,088	D
Common Stock	12/04/2006	S	2,500	D	\$ 33.2825	2,776,588	D
Common Stock	12/04/2006	S	1,700	D	\$ 33.5813	2,774,888	D
Common Stock	12/04/2006	S	400	D	\$ 33.5618	2,774,488	D
Common Stock	12/04/2006	S	1,406	D	\$ 33.5001	2,773,082	D
Common Stock	12/04/2006	S	2,800	D	\$ 33.5555	2,770,282	D
Common Stock	12/04/2006	S	2,100	D	\$ 33.6	2,768,182	D
Common Stock	12/04/2006	S	5,100	D	\$ 33.75	2,763,082	D

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIDENT II L P C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		
TRIDENT CAPITAL II LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		

Signatures

Trident II, L.P.; By: Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David Wermuth, Member	12/19/2006
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__Signature of Reporting Person

Date

Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David Wermuth, Member	12/19/2006
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__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) This filing relates to shares of Common Stock of James River Group, Inc. ("JRV R"). Trident II, L.P. ("Trident") is making this joint filing on Form 4 on its behalf and on behalf of Trident Capital II, L.P.
- This amended Form 4 filing is being made to correct the entries contained in Column 5 in Rows 1-16 of Table 1 in the Form 4 filed by Trident on 12/5/2006. This amended filing is necessary because the initial entry in Column 5 in Row 1 of Table I in the Form 4 filed on 12/5/2006 was incorrectly entered -- 2,776,771 was incorrectly entered when the correct entry should have been 2,796,771. The resulting entries for total securities owned in Column 5 of each in the subsequent rows 2-16 of Table I were also incorrect by an equivalent amount (ie, in each case understated by 20,000 shares). None of the other information contained in the Form 4 filing made on 12/5/2006 is being amended.
- (2)

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.