

JAMES RIVER GROUP, INC
 Form 4
 December 05, 2006

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

OMB APPROVAL
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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

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

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

(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
 ___X___ Form filed by More than One Reporting Person

GEORGE TOWN, GRAND
 CAYMAN, E9 BWI

(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 Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/01/2006 | | S | 2,317 D \$ 33 | 2,776,771 ⁽¹⁾ ₍₂₎ | D | |
| Common Stock | 12/01/2006 | | S | 2,021 D \$ 32.75 | 2,774,750 ⁽¹⁾ ₍₂₎ | D | |
| Common Stock | 12/01/2006 | | S | 14,362 D \$ 32.5 | 2,760,388 ⁽¹⁾ ₍₂₎ | D | |
| Common Stock | 12/01/2006 | | S | 200 D \$ 32.54 | 2,760,188 ⁽¹⁾ ₍₂₎ | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|--|---|
| Common Stock | 12/01/2006 | S | 100 | D | \$ 32.61 | 2,760,088 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/01/2006 | S | 200 | D | \$ 32.67 | 2,759,888 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/01/2006 | S | 100 | D | \$ 32.66 | 2,759,788 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/01/2006 | S | 600 | D | \$ 32.63 | 2,759,188 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/01/2006 | S | 100 | D | \$ 32.52 | 2,759,088 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 2,500 | D | \$ 33.2825 | 2,756,588 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 1,700 | D | \$ 33.5813 | 2,754,888 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 400 | D | \$ 33.5618 | 2,754,488 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 1,406 | D | \$ 33.5001 | 2,753,082 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 2,800 | D | \$ 33.5555 | 2,750,282 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 2,100 | D | \$ 33.6 | 2,748,182 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | 12/04/2006 | S | 5,100 | D | \$ 33.75 | 2,743,082 ⁽¹⁾ <u>(2)</u> | D |
| Common Stock | | | | | | 32,791 ⁽¹⁾ ⁽³⁾ | D |
| Common Stock | | | | | | 75,379 ⁽¹⁾ ⁽⁴⁾ | D |

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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

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

MARSH & MCLENNAN CAPITAL PROFESSIONALS FUND LP
C/O MAPLES & CALDER, UGLAND HOUSE
BOX 309, SOUTH CHURCH STREET
GEORGE TOWN, GRAND CAYMAN, E9 BWI

X

MARSH & MCLENNAN EMPLOYEES SECURITIES CO 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 J. Wermuth, member

12/05/2006

**Signature of Reporting Person

Date

Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David J. Wermuth, member

12/05/2006

**Signature of Reporting Person

Date

Marsh & McLennan Capital Professionals Fund, L.P.; By: Stone Point GP Ltd.; By: David J. Wermuth, director

12/05/2006

**Signature of Reporting Person

Date

Marsh & McLennan Employees' Securities Company, L.P.; By: Marsh & McLennan GP I, Inc.; By: Stone Point Capital LLC, as agent and attorney-in-fact; By: David J. Wermuth, principal

12/05/2006

**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).

This filing relates to shares of Common Stock of James River Group, Inc. ("JRVR"). 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. ("Trident GP"), Marsh & McLennan Capital Professionals Fund, L.P.

(1) ("CPF") and Marsh & McLennan Employees' Securities Company, L.P. ("ESC"). Trident, CPF and ESC have agreed that they will coordinate the timing of the sale of shares of Common Stock of JRVR.

Trident GP is the sole general partner of Trident. The general partners of Trident GP are four single member limited liability companies that are owned by individuals who are members of Stone Point Capital LLC, which serves as the investment manager of Trident and CPF.

(2) Each of the single member limited liability companies that acts as a general partner of Trident GP disclaims beneficial ownership of shares of JRVR that are, or may be deemed to be, beneficially owned by Trident, other than shares in which they may be deemed to have a pecuniary interest. Trident disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by CPF and ESC.

(3) Stone Point GP Ltd., a company owned by certain individuals who are members of Stone Point Capital LLC, is the sole general partner of CPF. CPF disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and ESC.

(4) Marsh & McLennan GP I, Inc., a subsidiary of Marsh & McLennan Companies, Inc., is the sole general partner of ESC. ESC disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and CPF.

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.