

ALLEGHANY CORP /DE
Form 4
January 18, 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 *
Dalrymple Christopher Kent

(Last) (First) (Middle)

ALLEGHANY CORPORATION, 1411 BROADWAY, 34TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLEGHANY CORP /DE [Y]

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|--------|---|--|---|
| | | | | Code | V | Amount | | | |
| Common Stock | 11/09/2016 | | G | V | 11 | D | \$ 0 ⁽¹⁾ | 4,020 | D |
| Common Stock | 12/06/2016 | | G | V | 100 | D | \$ 0 ⁽¹⁾ | 3,920 | D |
| Common Stock | 01/15/2017 | | M | | 825 | A | \$ 0 ⁽²⁾ | 4,745 | D |
| Common Stock | 01/15/2017 | | D | | 517 | D | \$ 608.84 ⁽²⁾ | 4,228 | D |

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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 or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (3) | 01/15/2017 | | M | 825 | (4) (4) | Common Stock | 825 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dalrymple Christopher Kent ALLEGHANY CORPORATION 1411 BROADWAY, 34TH FLOOR NEW YORK, NY 10018 | | | SVP, General Counsel | |

Signatures

/s/ Christopher K. Dalrymple 01/18/2017

**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) Gift of shares of the registrant's common stock to third party for no consideration.
- (2) Settlement of 825 restricted stock units for shares of the registrant's common stock and \$314,486.55 in cash representing withholding for tax obligations in connection with such settlement.
- (3)

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Each restricted stock unit represents a contingent right to receive one share of of the registrant's common stock or a payment in cash in respect of such restricted stock unit in an amount equal to the fair market value of one share of the registrant's common stock on the applicable vesting date.

(4) Each restricted stock unit vested on January 15, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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