

VALIDUS HOLDINGS LTD

Form 4/A

October 09, 2007

**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 \*  
MERRILL LYNCH & CO INC

2. Issuer Name and Ticker or Trading Symbol  
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4 WORLD FINANCIAL CENTER

3. Date of Earliest Transaction (Month/Day/Year)  
09/11/2007

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

(Street)

NEW YORK, NY 10080

4. If Amendment, Date Original Filed(Month/Day/Year)  
09/17/2007

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
Common Shares	09/11/2007		P	100 <sup>(1)</sup> A \$ 23.73	5,714,385 <sup>(2)</sup> <sup>(3) (4)</sup>	I	See footnotes <sup>(2) (3) (5)</sup>
Common Shares	09/11/2007		P	100 <sup>(1)</sup> A \$ 23.76	5,714,485 <sup>(2)</sup> <sup>(3) (6)</sup>	I	See footnotes <sup>(2) (3) (5)</sup>
Common Shares	09/11/2007		P	100 <sup>(1)</sup> A \$ 23.79	5,714,585 <sup>(2)</sup> <sup>(3) (7)</sup>	I	See footnotes <sup>(2) (3) (5)</sup>
Common Shares	09/11/2007		P	100 <sup>(1)</sup> A \$ 23.8	5,714,685 <sup>(2)</sup> <sup>(3) (8)</sup>	I	See footnotes <sup>(2) (3) (5)</sup>

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Common Shares	09/12/2007	P	35 <sup>(1)</sup>	A	\$ 24.46	5,714,720 <sup>(2)</sup> <u>(3) (9)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/12/2007	P	35 <sup>(1)</sup>	A	\$ 24.47	5,714,755 <sup>(2)</sup> <u>(3) (10)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/12/2007	P	60 <sup>(1)</sup>	A	\$ 24.51	5,714,815 <sup>(2)</sup> <u>(3) (11)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/12/2007	P	65 <sup>(1)</sup>	A	\$ 24.52	5,714,880 <sup>(2)</sup> <u>(3) (12)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	100 <sup>(1)</sup>	D	\$ 24.42	5,714,780 <sup>(2)</sup> <u>(3) (13)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	100 <sup>(1)</sup>	D	\$ 24.45	5,714,680 <sup>(2)</sup> <u>(3) (14)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	100 <sup>(1)</sup>	D	\$ 24.47	5,714,580 <sup>(2)</sup> <u>(3) (15)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	165 <sup>(1)</sup>	D	\$ 24.5	5,714,415 <sup>(2)</sup> <u>(3) (16)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	95 <sup>(1)</sup>	D	\$ 24.52	5,714,320 <sup>(2)</sup> <u>(3) (17)</u>	I	See footnotes <u>(2) (3) (5)</u>
Common Shares	09/13/2007	S	35 <sup>(1)</sup>	D	\$ 24.55	5,714,285 <sup>(2)</sup> <u>(3) (18)</u>	I	See footnotes <u>(2) (3) (5)</u>

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	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
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- (12) 595 shares are owned directly by MLPFS.
- (13) 495 shares are owned directly by MLPFS.
- (14) 395 shares are owned directly by MLPFS.
- (15) 295 shares are owned directly by MLPFS.
- (16) 130 shares are owned directly by MLPFS.
- (17) 35 shares are owned directly by MLPFS.
- (18) No shares are owned directly by MLPFS.

**Remarks:**

This Amended Form 4 is filed today to amend a Form 4 initially filed on September 17, 2007.

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.