VALIDUS HOLDINGS LTD

Form 4

December 10, 2014

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

OMB 3235-0287 Number:

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

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See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Driscoll Kean

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) (Last)

VALIDUS HOLDINGS LTD [VR]

(Check all applicable)

C/O VALIDUS HOLDINGS,

(Street)

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

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

LTD.,, 29 RICHMOND RD.

4. If Amendment, Date Original

CEO, Validus Reinsurance, Ltd. 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

11/17/2014

Applicable Line)

Beneficially

Owned

139,153

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PEMBROKE, D0 HM08

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Acquired Transaction(A) or Disposed of (D)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 4)

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

11/17/2014

Code (Instr. 3, 4 and 5) (Instr. 8)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

\$ 3,276 S D 40.12 (1) (2)

(Instr. 4)

D

Stock

Common

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Driscoll Kean C/O VALIDUS HOLDINGS, LTD., 29 RICHMOND RD. PEMBROKE, D0 HM08

CEO, Validus Reinsurance, Ltd.

Signatures

/s/ Kean Driscoll 12/10/2014

**Signature of Person Date

Reporting Person

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 sale was made pursuant to a 10b5-1 program.
- (2) These shares of common stock were sold at prices between \$40.02 and \$40.25. The reporting person will provide upon request by the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

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.

Reporting Owners 2