

Boisvert Patrick
Form 4/A
September 23, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Boisvert Patrick

2. Issuer Name **and** Ticker or Trading
Symbol
Flagstone Reinsurance Holdings Ltd
[FSR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
FLAGSTONE REINSURANCE
HOLDINGS LTD, CRAWFORD
HOUSE, 23 CHURCH STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2008

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Financial Officer

HAMILTON, D0 HM11

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/05/2009

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

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. 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 A Underlying Se (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A		44,867		01/01/2011 ⁽²⁾	04/01/2011 ⁽³⁾	Common Shares
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A		44,867		01/01/2012 ⁽²⁾	04/01/2012 ⁽³⁾	Common Shares
Performance Share Units	\$ 0 ⁽¹⁾	01/01/2009		A		50,000		01/01/2012 ⁽²⁾	04/01/2012	Common Shares ⁽³⁾
Performance Share Units	\$ 0 ⁽¹⁾	09/22/2009		A		12,000		01/01/2012 ⁽²⁾	04/01/2012 ⁽³⁾	Common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boisvert Patrick FLAGSTONE REINSURANCE HOLDINGS LTD CRAWFORD HOUSE, 23 CHURCH STREET HAMILTON, D0 HM11			Chief Financial Officer	

Signatures

/s/ Patrick
Boisvert

09/23/2009

 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) Vesting of Performance Share Units ("PSUs") is contingent upon the reporting person's continued employment with Flagstone Reinsurance Holdings Limited (the "Company") and the Company meeting certain fully diluted return-on-equity ("FDROE") goals. Upon vesting, the PSU holder is entitled to receive a number of common shares of the Company (or the cash equivalent, at the election of the Company) equal to the product of the number of PSUs granted multiplied by a factor based on the Company's FDROE during the vesting period. The factor will range between 0.5 and 1.5, depending on the FDROE achieved during the vesting period.
 - (2) These PSUs would vest, subject to the contingency described in note 1 above and the other terms and conditions of the Company's PSU Plan, on the date shown.
 - (3) Assumes the Company would settle these PSUs within three months of the vesting date.
 - (4) Represents the mid-point of the vesting range described in note 1 above for these PSUs.

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- (5) These PSU grants are held through a trust for the benefit of others and Mr. Boisvert therefore disclaims beneficial ownership of these PSUs.

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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