Edgar Filing: ASSURED GUARANTY LTD - Form 4

ASSURED G Form 4 May 12, 2008	GUARANTY LT	D										
FORM	4								OMB A	PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check this if no long	or								Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Estimated a					
Section 16 Form 4 or	Section 16. SECURITIES								burden hou	rs per 0.5		
Form 5		suant to S	Section 16	6(a) of the	e Securiti	ies E	xchan	ge Act of 1934,	response	0.5		
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												
See Instru 1(b).		30(h)	of the Inv	vestment	Compan	y Act	t of 19	940				
(Print or Type R	esponses)											
LAYTON DONALD H Symbol			Symbol ASSUR	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (N	Aiddle)	3. Date of	Earliest Tra	ansaction			X Director		Owner		
				/Day/Year) 2008				Officer (give titleOther (specify below) below)				
				nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check				
								Applicable Line)				
HAMILTON	I, D0 HM08							_X_ Form filed by C Form filed by M Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executio any	med on Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	ties (A) of of (D 4 and (A) or	or 1) 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common				Code V		(D)	Price					
Stock	05/08/2008			А	3,545	А	<u>(1)</u>	24,587.9828	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.

 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)	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Tran (Inst
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting O (nor round) (round)	Director	10% Owner	Officer	Other			
LAYTON DONALD H 30 WOODBOURNE AVENUE HAMILTON, D0 HM08	Х						
Signatures							
James M. Michener Attorney-in fact	(05/12/2008					
**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).

Restricted stock units awarded to non-management directors as an annual retainer equity award pursuant to the Assured Guaranty Ltd.(1) 2004 Long Term Incentive Plan, which become non-forfeitable on the day immediately prior to the 2009 annual shareholders meeting with the issuance of Common Shares deferred until six months after such director leaves the board.

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.