MARKEL CORP

Form 4

November 22, 2013

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

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

See Instruction

1. Name and Add KIRSHNER	•	ting Person *	2. Issuer Name and Ticker or Trading Symbol MARKEL CORP [MKL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	(Check an applicable)			
C/O MARKE CORPORATI HIGHWOOD	ION, 4521		(Month/Day/Year) 11/20/2013	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) Chairman and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
GLEN ALLE	N, VA 2300	50	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	(City)	(State)	Tab	ole I - Non-	Derivative Securities Acquir	ed, Disposed of,	or Beneficially	y Owned
Se	Title of ecurity (nstr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	(-)	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 tock	11/20/2013		S	2,000 D \$ 539.3196	27,762 <u>(1)</u>	D	
	Common tock					847.048	I	401(K) Plan (2)
	Common tock					265.527	I	By Spouse - 401(K) Plan (2) (3)

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amou	ınt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ве
	Derivative				Securities			(Instr.	3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						Re
					Disposed						Tr
					of (D)						(Iı
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	PD1 - 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KIRSHNER ALAN I C/O MARKEL CORPORATION 4521 HIGHWOODS PKWY GLEN ALLEN, VA 23060

Chairman and CEO

Signatures

/s/ Richard R. Grinnan, Attorney-in-fact for Alan I. Kirshner

11/22/2013

Date

**Signature of Reporting Person

X

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).

The total includes 3,805 restricted stock units granted pursuant to the Markel Corporation 2012 Equity Incentive Compensation Plan, that

- will vest, subject to certain conditions, on May 13, 2016, and 1,417 restricted stock units granted pursuant to the Markel Corporation 2012 Equity Incentive Compensation Plan and the Markel Corporation Omnibus Incentive Plan, as applicable, that will vest, subject to certain conditions, on December 31, 2017.
- Holdings under the Markel Corporation 401(K) Plan are reported in units. The information reported herein is based on a plan statement (2) dated as of October 31, 2013 and utilizes the closing stock price on that date of \$529.67 per share. As of October 31, 2013, a unit under the Plan represented one share of Common Stock.
- (3) Beneficial ownership of securities is expressly disclaimed.

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

Reporting Owners 2

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