

Sennott John Langton JR  
 Form 4  
 February 22, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

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 \*  
 Sennott John Langton JR

2. Issuer Name and Ticker or Trading Symbol  
 Allied World Assurance Co Holdings, AG [AWH]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, Chief Corp. Strat Officer

(Last) (First) (Middle)  
 ALLIED WORLD ASSURANCE CO. HOLDINGS, AG, LINDENSTRASSE 8  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/22/2011

BAAR/ZUG, V8 CH-6340  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
			Code	V	Amount or Price		
Common Shares	02/22/2011		M		937 A \$ 0 <sup>(1)</sup>	15,352 <sup>(2)</sup>	D
Common Shares	02/22/2011		D		375 D \$ 62.0515 <sup>(3)</sup>	14,977	D
Common Shares	02/22/2011		F		201 <sup>(4)</sup> D \$ 61.51	14,776	D

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



## 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).

On February 22, 2010, the reporting person was granted 3,750 Restricted Stock Units for no monetary consideration. The Restricted

- (1) Stock Units convert into (i) 2,250 of the Company's Common Shares and (ii) cash equal to the market value of 1,500 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (2) Includes 399 Common Shares acquired on June 30, 2010 and 147 Common Shares acquired on December 31, 2010 pursuant to the Company's Amended and Restated 2008 Employee Share Purchase Plan.
- (3) The fair market value of the cash portion was determined using the daily volume-weighted average sales price of the Company's Common Shares for the five consecutive trading days up to and including February 22, 2011.
- (4) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- (5) The Restricted Stock Units vest in four equal installments with the first installment vesting on February 22, 2011.  
Grant of Restricted Stock Units for no monetary consideration. 1,250 Restricted Stock Units convert into (i) 625 of the Company's
- (6) Common Shares and (ii) cash equal to the market value of 625 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (7) The Restricted Stock Units and Employee Stock Options vest in four equal installments with the first installment vesting on February 22, 2012.

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.