MARKEL CORP Form 4

February 25, 2015 FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** GAYNER THOMAS SINNICKSON			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MARKEL CORP [MKL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O MARKEL			02/23/2015	_X_ Officer (give title Other (specify below) below)			
CORPORATION, 4521							
HIGHWOOI	· ·	'AY		Pres. & Chief Investment Off.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
GLEN ALLEN, VA 23060		60		Form filed by More than One Reporting Person			
(C:+)	(04-4-)	(7:)					

OLEN ALLEIN,	VA 23000

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed (	of, or Beneficia	lly 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. Securion Acquired Disposed (Instr. 3,	(A) o l of (D	)	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 Stock	02/23/2015		A	1,269 (1)	A	\$ 0	39,574.818 <u>(2)</u>	D	
Common Stock							2,543.327	I	401(K) Plan (3)
Common Stock							2,000	I	By Spouse
Common Stock							446.66	I	By Trust

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	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	0			
						Exercisable Date					
								0			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GAYNER THOMAS SINNICKSON C/O MARKEL CORPORATION 4521 HIGHWOODS PARKWAY GLEN ALLEN, VA 23060

Pres. & Chief Investment Off.

### **Signatures**

/s/ Donna L. Strauss, Attorney-in-fact for Thomas Sinnickson Gayner

02/25/2015

\*\*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) Restricted stock units awarded pursuant to the Markel Corporation 2012 Equity Incentive Compensation Plan that will vest, subject to certain conditions, on December 31, 2018.

In addition to the award of 1,269 restricted stock units reported on this Form 4, the total includes 3,805 and 1,644 restricted stock units awarded pursuant to the Markel Corporation 2012 Equity Incentive Compensation Plan, that will vest, subject to certain conditions, on May 13, 2016 and December 31, 2018, respectively; 1,267 restricted stock units awarded 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; 2,224 and 1,071 restricted stock units granted pursuant to the Markel Corporation Omnibus Incentive

conditions, on December 31, 2017; 2,224 and 1,071 restricted stock units granted pursuant to the Markel Corporation Plan that will vest, subject to certain conditions, on May 10, 2015 and December 31, 2015, respectively.

**(3)** 

Reporting Owners 2

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Holdings under the Markel Corporation 401(K) Plan are reported in units. The information reported herein is based on a plan statement dated as of December 31, 2014 and utilizes the closing stock price on that date of \$682.84 per share. As of December 31, 2014, a unit under the Plan represented one share of Common Stock.

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.