

Redmond John T
Form 4
March 02, 2009

FORM 4

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

OMB APPROVAL

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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 *
Redmond John T

2. Issuer Name and Ticker or Trading Symbol
ALLIED WORLD ASSURANCE CO HOLDINGS LTD [AWH]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ALLIED WORLD ASSURANCE CO HOLDINGS, LTD, 27 RICHMOND ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2009

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
Pres, AWAC (Eur) & AWAC (Rein)

PEMBROKE, BERMUDA, D0 HM 08
(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	02/26/2009		A	15,000 ⁽¹⁾	\$ 0	42,257	D
Common Shares	02/28/2009		F	769 ⁽²⁾	\$ 38.41	41,488	D

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

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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)	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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 39.02	02/26/2009		A	1,000	02/26/2010 ⁽³⁾ 02/26/2019	Common Shares	1,000
Restricted Stock Units	⁽⁴⁾	02/26/2009		A	2,000 ⁽⁴⁾	⁽⁵⁾ ⁽⁵⁾	Common Shares	1,000 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redmond John T ALLIED WORLD ASSURANCE CO HOLDINGS, LTD 27 RICHMOND ROAD PEMBROKE, BERMUDA, D0 HM 08			Pres, AWAC (Eur) & AWAC (Rein)	

Signatures

/s/ Wesley D. Dupont, by Power of Attorney 03/02/2009

__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).

Represents the Company's Common Shares that were earned pursuant to a 2006 LTIP award for no monetary consideration and which (1) vested at 150% of target based on the achievement of pre-established performance criteria during the applicable three-year performance period established under the Company's Amended and Restated Long-Term Incentive Plan.

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- (2) Exclusively represents shares withheld by the Company with respect to the payment of withholding tax liability incurred upon the vesting of Restricted Stock Units.
- (3) These securities vest in four equal annual installments with the first installment vesting on the date shown.
Grant of Restricted Stock Units for no monetary consideration. 2,000 Restricted Stock Units convert into (i) 1,000 Common Shares of the Company and (ii) cash equal to the market value of 1,000 Common Shares (measured at the date of vesting) upon the vesting of such Restricted Stock Units.
- (5) The Restricted Stock Units vest in four equal annual installments with the first installment vesting on February 26, 2010.

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.