

BRONFMAN MATTHEW
Form 4
July 13, 2006

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 *
BRONFMAN MATTHEW

(Last) (First) (Middle)

**300 MEADOWMONT VILLAGE
CIRCLE, SUITE 333**

(Street)

CHAPEL HILL, NC 27517

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
James River Group, INC [JRVV]

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Manager of JRG Seven, LLC

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Price | | | |
| Common Stock, par value \$0.01 per share | | | | | 14,371 | D | |
| Common Stock, par value \$0.01 per share | | | | | 87,854 | I | By Bronfman Associates III |
| Common Stock, par value \$0.01 per share | | | | | 1,632,688 | I | By JRG Seven, LLC <u>(1)</u> |

| | | | | | | | | | |
|--|------------|--|---|-------|---|-------------|--|---|--|
| Common Stock, par value \$0.01 per share | | | | | | 6,500 | | I | By Matthew Bronfman Long Term Trust ⁽²⁾ |
| Common Stock, par value \$0.01 per share | 08/12/2005 | | P | 2,000 | A | \$ 18 2,000 | | I | By Matthew Bronfman's Wife |

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.

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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| BRONFMAN MATTHEW 300 MEADOWMONT VILLAGE CIRCLE SUITE 333 CHAPEL HILL, NC 27517 | X | X | | Manager of JRG Seven, LLC |
| JRG Seven LLC C/O HOLTZ RUBENSTEIN REMNICK LLP 1430 BROADWAY, 17TH FLOOR NEW YORK, NY 10018 | | | X | |
| | | | | Trustee |

Edgar M Bronfman Non-IDB Trust A under the 1942 EMBT
Donation dated May 1 1942
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Edgar M Bronfman Non-IDB Trust B under the 1942 EMBT
Donation dated May 1 1942
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Edgar M Bronfman Non-IDB Trust C under the 1942 EMBT
Donation dated May 1 1942
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Edgar M Bronfman Non-IDB Trust D under the 1942 EMBT
Donation dated May 1 1942
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Edgar M Bronfman Non-IDB Trust E under the 1942 EMBT
Donation dated May 1 1942
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Edgar M Bronfman Non-IDB Trust F under the 1942 EMBT
Donation
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Edgar M Bronfman Non-IDB Trust G under the 1942 EMBT
Donation
C/O HOLTZ RUBENSTEIN REMNICK LLP
1430 BROADWAY, 17TH FLOOR
NEW YORK, NY 10018

Trustee

Signatures

/s/ E. Caperton Thomas,
Attorney-in-Fact

07/13/2006

**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) Matthew Bronfman is the manager of JRG Seven, LLC, but disclaims any beneficial ownership of any equity securities held by JRG Seven, LLC.
- (2) Matthew Bronfman disclaims beneficial ownership of all common stock held by the Matthew Bronfman Long Term Trust.

Remarks:

See Exhibit 99 - Joint Filers

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

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