

Mercer Stuart W.  
Form 4/A  
March 08, 2012

# 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 \*  
Mercer Stuart W.

2. Issuer Name and Ticker or Trading Symbol  
VALIDUS HOLDINGS LTD [VR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
48 PAR-LA-VILLE ROAD, SUITE 1790

3. Date of Earliest Transaction (Month/Day/Year)  
06/22/2011

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

Executive Vice President

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
06/24/2011

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

HAMILTON, D0 HM11

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 06/22/2011                           |  | M                              |   | 86,614  | A  | \$ 17.5                           |
| Common Stock                    | 06/22/2011                           |  | S                              |   | 86,614  | D  | \$ 30.3<br><u>(1)</u>             |
| Common Stock                    | 06/23/2011                           |  | M                              |   | 50,000  | A  | \$ 17.5                           |
| Common Stock                    | 06/23/2011                           |  | S                              |   | 50,000  | D  | \$ 29.8                           |

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

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(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Options                                    | \$ 17.5  | 06/22/2011                           |  | M                              |   | 86,614   | 11/15/2006 11/15/2015   | Common Shares              | 86,614                     |
| Options                                    | \$ 17.5  | 06/23/2011                           |  | M                              |   | 50,000   | 11/15/2006 11/15/2015   | Common Shares              | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Mercer Stuart W.<br>48 PAR-LA-VILLE ROAD<br>SUITE 1790<br>HAMILTON, D0 HM11 |               |           | Executive Vice President |       |

## Signatures

/s/ Stuart W.  
Mercer

03/09/2012

\*\*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) These shares of common stock were sold at prices between \$30.18 and \$30.36. The reporting person will provide upon request by the SEC staff, the Issuer, or any security holder of the Issuer full information regarding the number of shares sold at each separate price.

(2) This amendment is being filed in order to correct amount of securities beneficially owned previously filed.

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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