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MARKEL CORP
Form 13F-HR
August 14, 2009

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

Form 13F

Form 13F COVER PAGE

Report for the Calendar Year or Quarter: June 30, 2009

Check here if Amendment ; Amendment Number: _____
This Amendment (Check only one.): is a restatement.
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Markel Corporation
Address: 4521 Highwoods Pkwy
Glen Allen, VA 23060

Form 13F File Number: 28-6647

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Thomas S. Gayner
Title: Chief Investment Officer
Phone: 804-527-3806

Signature, Place, and Date of Signing:

| | | |
|----------------------|---------------|-----------|
| /s/ Thomas S. Gayner | Richmond, VA | 8/14/2009 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F SUMMARY PAGE

Report Summary:

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Number of Other Included Managers: 1

Form 13F Information Table Entry Total: 110

Form 13F Information Table Value Total: \$ 1,137,232
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|--------------------------------------------|
| 1 | 28-6056 | Markel Gayner Asset Management Corporation |

FORM 13F INFORMATION TABLE

| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHARES/ PRN AMT | SH/ PUT/ INVSTMT PRN CALL DCRETN | OTHER MANAGER |
|--------------------------------|----------------|-----------|-----------------|-----------------|----------------------------------|---------------|
| 3M Company | COM | 88579y101 | 1803 | 30000 SH | SOLE | |
| | | | 3089 | 51400 SH | DEFINED | 01 |
| Abbott Laboratories | COM | 002824100 | 1021 | 21700 SH | DEFINED | 01 |
| Accenture | COM | g1150g111 | 335 | 10000 SH | SOLE | |
| | | | 3741 | 111800 SH | DEFINED | 01 |
| Aflac | COM | 001055102 | 3264 | 105000 SH | SOLE | |
| Alleghany Corporation | COM | 017175100 | 1128 | 4161 SH | SOLE | |
| Altria | COM | 02209S103 | 1913 | 116700 SH | DEFINED | 01 |
| American Express | COM | 025816109 | 232 | 10000 SH | SOLE | |
| | | | 9026 | 388369 SH | DEFINED | 01 |
| Automatic Data Processing | COM | 053015103 | 10862 | 306500 SH | DEFINED | 01 |
| Bank of America | COM | 060505104 | 9365 | 709489 SH | DEFINED | 01 |
| Bank of New York Mellon Corp | COM | 064058100 | 88 | 3019 SH | SOLE | |
| | | | 5945 | 202830 SH | DEFINED | 01 |
| Berkshire Hathaway Class B | COM | 084670207 | 22303 | 7702 SH | SOLE | |
| | | | 68719 | 23731 SH | DEFINED | 01 |
| Berkshire Hathaway, Inc. | COM | 084670108 | 24750 | 275 SH | SOLE | |
| | | | 56070 | 623 SH | DEFINED | 01 |
| Brookfield Asset Management | COM | 112585104 | 5121 | 300000 SH | SOLE | |
| | | | 47839 | 2802539 SH | DEFINED | 01 |
| Brookfield Infrastructure Part | COM | G16252101 | 90 | 7288 SH | SOLE | |
| | | | 660 | 53539 SH | DEFINED | 01 |
| Brown & Brown | COM | 115236101 | 3587 | 180000 SH | SOLE | |
| | | | 3700 | 185628 SH | DEFINED | 01 |
| Brown Forman Class A | COM | 115637100 | 13114 | 283860 SH | DEFINED | 01 |
| Brown-Forman Class B | COM | 115637209 | 3050 | 70965 SH | DEFINED | 01 |
| CME Group Inc | COM | 12572q105 | 311 | 1000 SH | SOLE | |
| | | | 3942 | 12670 SH | DEFINED | 01 |
| Campbell Soup Co | COM | 134429109 | 1030 | 35000 SH | DEFINED | 01 |
| Carmax | COM | 143130102 | 2352 | 160000 SH | SOLE | |
| | | | 76086 | 5175906 SH | DEFINED | 01 |
| Caterpillar Inc | COM | 149123101 | 7807 | 236300 SH | DEFINED | 01 |

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|------------------|-----|-----------|-------|---------|----|---------|----|
| Charles Schwab | COM | 808513105 | 8863 | 505300 | SH | DEFINED | 01 |
| Cintas Corp | COM | 172908105 | 1599 | 70000 | SH | DEFINED | 01 |
| Coca Cola Co | COM | 191216100 | 912 | 19000 | SH | DEFINED | 01 |
| Comcast | COM | 20030N101 | 934 | 64600 | SH | DEFINED | 01 |
| Costco | COM | 22160K105 | 229 | 5000 | SH | SOLE | |
| | | | 304 | 6650 | SH | DEFINED | 01 |
| Diageo PLC | COM | 25243Q205 | 18807 | 328500 | SH | SOLE | |
| | | | 53217 | 929558 | SH | DEFINED | 01 |
| Disney | COM | 254687106 | 4666 | 200000 | SH | SOLE | |
| | | | 30151 | 1292383 | SH | DEFINED | 01 |
| Emerson Electric | COM | 291011104 | 5680 | 175300 | SH | DEFINED | 01 |

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|--------------------------------|----------------|-----------|-----------------|-----------------|-------------------|----------------|---------------|
| Enterprise GP Holdings | COM | 293716106 | 251 | 10000 | SH | SOLE | |
| | | | 3950 | 157200 | SH | DEFINED | 01 |
| Exxon Corporation | COM | 302290101 | 13968 | 199800 | SH | SOLE | |
| | | | 12541 | 179393 | SH | DEFINED | 01 |
| Fairfax Financial Holdings Ltd | COM | 303901102 | 69722 | 279459 | SH | SOLE | |
| Federated Investors | COM | 314211103 | 241 | 10000 | SH | SOLE | |
| | | | 3999 | 166000 | SH | DEFINED | 01 |
| Fidelity National Financial | COM | 31620R105 | 6344 | 468850 | SH | SOLE | |
| | | | 17381 | 1284650 | SH | DEFINED | 01 |
| Forest City Enterprises Class | COM | 345550107 | 5573 | 844367 | SH | DEFINED | 01 |
| Fortune Brands | COM | 349631101 | 893 | 25700 | SH | DEFINED | 01 |
| General Dynamics | COM | 369550108 | 21797 | 393518 | SH | DEFINED | 01 |
| General Electric | COM | 369604103 | 3457 | 295000 | SH | SOLE | |
| | | | 39302 | 3353384 | SH | DEFINED | 01 |
| Goldman Sachs | COM | 38141G104 | 1474 | 10000 | SH | DEFINED | 01 |
| Home Depot | COM | 437076102 | 473 | 20000 | SH | SOLE | |
| | | | 22797 | 964732 | SH | DEFINED | 01 |
| Illinois Tool Works | COM | 452308109 | 9074 | 243023 | SH | DEFINED | 01 |
| Intel | COM | 458140100 | 993 | 60000 | SH | SOLE | |
| | | | 3216 | 194342 | SH | DEFINED | 01 |
| International Business Machine | COM | 459200101 | 1044 | 10000 | SH | SOLE | |
| | | | 1102 | 10550 | SH | DEFINED | 01 |
| International Game Technology | COM | 459902102 | 3975 | 250000 | SH | SOLE | |
| | | | 14178 | 891727 | SH | DEFINED | 01 |
| Investors Title Company | COM | 461804106 | 6154 | 228850 | SH | DEFINED | 01 |
| Johnson and Johnson | COM | 478160104 | 15904 | 280000 | SH | SOLE | |
| | | | 14671 | 258295 | SH | DEFINED | 01 |
| Leucadia National Corp | COM | 527288104 | 6821 | 323400 | SH | DEFINED | 01 |
| Lowe's | COM | 548661107 | 1844 | 95000 | SH | SOLE | |
| | | | 4004 | 206300 | SH | DEFINED | 01 |
| Manpower Inc. | COM | 56418H100 | 296 | 7000 | SH | SOLE | |
| | | | 3091 | 73000 | SH | DEFINED | 01 |
| Marriott International | COM | 571903202 | 3973 | 180000 | SH | SOLE | |
| | | | 27185 | 1231776 | SH | DEFINED | 01 |

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|-----------------------------|-----|-----------|-------|--------|----|---------|----|
| McDonalds | COM | 580135101 | 1432 | 24900 | SH | DEFINED | 01 |
| McGraw-Hill Companies | COM | 580645109 | 6624 | 220000 | SH | DEFINED | 01 |
| Microsoft | COM | 594918104 | 777 | 32690 | SH | DEFINED | 01 |
| Nike | COM | 654106103 | 2599 | 50200 | SH | DEFINED | 01 |
| Northern Trust Corp | COM | 665859104 | 7515 | 140000 | SH | DEFINED | 01 |
| NuStar GP Holdings | COM | 67059L102 | 13555 | 586300 | SH | DEFINED | 01 |
| Pepsico | COM | 713448108 | 1869 | 34000 | SH | DEFINED | 01 |
| Philip Morris International | COM | 718172109 | 5090 | 116700 | SH | DEFINED | 01 |
| Plum Creek Lumber MLP | COM | 729251108 | 4467 | 150000 | SH | SOLE | |
| | | | 6144 | 206300 | SH | DEFINED | 01 |
| Procter & Gamble | COM | 742718109 | 879 | 17200 | SH | DEFINED | 01 |
| Progressive Corp | COM | 743315103 | 703 | 46516 | SH | DEFINED | 01 |
| RLI Corporation | COM | 749607107 | 27732 | 619016 | SH | DEFINED | 01 |
| SAP Aktiengesellschaft | COM | 803054204 | 3919 | 97500 | SH | DEFINED | 01 |
| SL Green Corp | COM | 78440x101 | 1094 | 47700 | SH | DEFINED | 01 |

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|--------------------------------|----------------|-----------|-----------------|-----------------|-------------------|---------------|---------------|
| Schlumberger | COM | 806857108 | 2110 | 39000 | SH | DEFINED | 01 |
| State Street Corp | COM | 857477103 | 1907 | 40400 | SH | DEFINED | 01 |
| Sysco Corp | COM | 871829107 | 1911 | 85000 | SH | SOLE | |
| | | | 16201 | 720703 | SH | DEFINED | 01 |
| T.Rowe Price | COM | 74144T108 | 458 | 11000 | SH | SOLE | |
| | | | 7480 | 179500 | SH | DEFINED | 01 |
| United Parcel Service | COM | 911312106 | 3475 | 69520 | SH | SOLE | |
| | | | 31922 | 638567 | SH | DEFINED | 01 |
| W.P. Carey | COM | 92930Y107 | 21520 | 861500 | SH | DEFINED | 01 |
| Wal-Mart Stores | COM | 931142103 | 5640 | 116425 | SH | SOLE | |
| | | | 35700 | 737003 | SH | DEFINED | 01 |
| Walgreen | COM | 931422109 | 2230 | 75860 | SH | DEFINED | 01 |
| Washington Post Co | COM | 939640108 | 1902 | 5400 | SH | DEFINED | 01 |
| Washington Real Estate Investm | COM | 939653101 | 9115 | 407475 | SH | DEFINED | 01 |
| White Mountains | COM | G9618E107 | 8607 | 37600 | SH | SOLE | |
| | | | 12796 | 55900 | SH | DEFINED | 01 |
| Yum! Brands Inc | COM | 988498101 | 807 | 24200 | SH | DEFINED | 01 |
| Level 3 Communications | CONV | 52729NBM1 | 29656 | 25000000 | PRN | SOLE | |