

OCONNOR PHILIP R  
Form 4  
May 17, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
OCONNOR PHILIP R

2. Issuer Name and Ticker or Trading Symbol  
DELPHI FINANCIAL GROUP  
INC/DE [DFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/15/2012

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Former director

C/O DELPHI CAPITAL  
MANAGEMENT, INC., 590  
MADISON AVENUE 30TH FL  
(Street)

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

NEW YORK, NY 10022

(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 Indirect Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	05/15/2012		D	6,075 D \$ 43.875	0	D	
				(1)			

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

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SEC 1474 (9-02)

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**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.56	05/15/2012		D		5,963		05/29/2004	05/29/2013	Class A Common Stock	5,963
Stock Option (right to buy)	\$ 19.56	05/15/2012		D		7,668		08/27/2003	05/29/2013	Class A Common Stock	7,668
Stock Option (right to buy)	\$ 26.3333	05/15/2012		D		7,452		05/06/2005	05/06/2014	Class A Common Stock	7,452
Stock Option (right to buy)	\$ 26.3333	05/15/2012		D		5,696		08/04/2004	05/06/2014	Class A Common Stock	5,696
Stock Option (right to buy)	\$ 27.8533	05/15/2012		D		8,198		05/25/2006	05/25/2015	Class A Common Stock	8,198
Stock Option (right to buy)	\$ 27.8533	05/15/2012		D		5,385		08/23/2005	05/25/2015	Class A Common Stock	5,385
Stock Option (right to buy)	\$ 34.6667	05/15/2012		D		8,943		05/04/2007	05/04/2016	Class A Common Stock	8,943
Stock Option (right to buy)	\$ 34.6667	05/15/2012		D		4,328		08/02/2006	05/04/2016	Class A Common Stock	4,328
	\$ 42.91	05/15/2012		D		3,496		08/07/2007	05/09/2017		3,496

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Stock Option (right to buy)								Class A Common Stock	
Stock Option (right to buy)	\$ 42.91	05/15/2012	D	6,991	05/01/2008	05/09/2017		Class A Common Stock	6,991
Stock Option (right to buy)	\$ 27.15	05/15/2012	D	5,525	08/05/2008	05/07/2018		Class A Common Stock	5,525
Stock Option (right to buy)	\$ 27.15	05/15/2012	D	11,049	05/01/2009	05/07/2018		Class A Common Stock	11,049
Stock Option (right to buy)	\$ 19.58	05/15/2012	D	15,322	05/01/2010	05/06/2019		Class A Common Stock	15,322
Stock Option (right to buy)	\$ 19.58	05/15/2012	D	7,661	08/04/2009	05/06/2019		Class A Common Stock	7,661
Stock Option (right to buy)	\$ 26.33	05/15/2012	D	5,697	05/01/2011	05/05/2020		Class A Common Stock	5,697
Stock Option (right to buy)	\$ 26.33	05/15/2012	D	5,697	08/03/2010	05/05/2020		Class A Common Stock	5,697
Stock Option (right to buy)	\$ 29.83	05/15/2012	D	5,028	05/01/2012	05/11/2021		Class A Common Stock	5,028
Stock Option (right to buy)	\$ 29.83	05/15/2012	D	5,028	08/09/2011	05/11/2021		Class A Common Stock	5,028

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

OCONNOR PHILIP R  
C/O DELPHI CAPITAL MANAGEMENT, INC.  
590 MADISON AVENUE 30TH FL  
NEW YORK, NY 10022

Former  
director

## Signatures

Chad W. Coulter, Attorney-in-Fact for Philip R.  
O'Connor

05/17/2012

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger dated as of December 21, 2011 by and among the issuer, Tokio Marine Holdings, Inc. and TM Investment (Delaware) Inc. (the "Merger Agreement"), pursuant to which each of the shares was converted into the right to receive \$43.875 in cash. In addition, pursuant to the terms of the Merger Agreement, a special cash dividend of \$1.00 per share was paid in respect of such shares on May 16, 2012.

(2) Pursuant to the terms of the Merger Agreement, such option, whether or not fully vested, was cancelled in exchange for the right to receive a cash payment equal to the amount by which \$44.875 exceeded the exercise price per share of such option, multiplied by the number of shares of Class A Common Stock underlying such option.

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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