HCC INSURANCE HOLDINGS INC/DE/

Form 144 September 28, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES
ACT OF 1933

ATTENTION: Transmit for filing three copies of this form concurrently with either placing an order with a broker to execute a sale or executing a sale directly with a market maker.

OMB APPROVAL			
OMB Number: 3235-0101 Expires: August 31, 2003 Estimated average burden hours per response 2.0			
DOCUMENT SEQUENCE NO.			
CUSIP NUMBER			
WORK LOCATION			

1(a) NAME OF ISSUER (Please type or prince HCC Insurance Holdings, Inc.	int)	(b) I.R.S. 76-0336636	IDENT. NO	(c) S.E.C. 0-20766
1(d) ADDRESS OF ISSUER	STREET	CITY	STATE	ZIP COD
13403 Northwest Freeway		Houston	Texas	77040
2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) I.R.S. IDENT.	` '	TIONSHIP SSUER	(d) ADDRESS
Stephen L. Way	108-50-6087	Chairman CEO	. &	13403 Northwest

INSTRUCTION: The person filing this notice should contact the issuer to obtain THE I.R.S. Identification Number and the S.E.C. File Number.

3(a) TITLE OF THE	(b) NAME AND ADDRESS OF EACH BROKER	S.E.C. USE ONLY	(c) NUMBER OF
CLASS OF	THROUGH WHOM THE SECURITIES ARE TO BE	S.E.C. USE ONLI	OR OTHER
SECURITIES	OFFERED OR EACH MARKET MAKER WHO IS	BROKER-DEALER	TO BE S
TO BE SOLD	ACQUIRING THE SECURITIES	FILE NUMBER	(See inst
Common	Raymond James & Associates		350,0
Stock	10 S. Riverside Plaza, Suite 1450		
	Chicago, IL 60606		

TITLE OF THE	NUMBER OF SHARES	APPROXIMATE	NAME OF EACH
CLASS OF	OR OTHER UNITS	DATE OF SALE	SECURITIES
SECURITIES	OUTSTANDING	(See instr. $3(f)$)	EXCHANGE
TO BE SOLD	(See instr. 3(e))	(Mo. Day Yr.)	(See instr. 3(g))
Common	59,026,563	9/27/01	NYSE
Stock	Note 2		

(f)

(g)

INSTRUCTIONS:

3(a)

- 1. (a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number

(e)

- (c) Issuer's S.E.C. file number, if any
- (d) Issuer's address, including zip code
- (e) Issuer's telephone number, including area code
- - (b) Such person's I.R.S. identification number, if such person is an entity
 - (c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing)
 - (d) Such person's address, including zip code
- 3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (f) Approximate date on which the securities are to be $\operatorname{\mathtt{sold}}$
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 CONTROL NUMBER.

SEC 1147(9-0)

TABLE I--SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired
Common Stock	9/27/01	Exercise of Stock Options	HCC Insurance Holdings, Inc.	350,000

INSTRUCTIONS:

- 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
- 2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II--SECURITIES SOLD DURING THE PAST 3 MONTHS
Furnish the following information as to all securities of the issuer sold during the past three

months by the person for whose account the securities are to be sold.

Name and Address of Seller Title of Securities Sold Date of Sale

-----N/A

REMARKS: NOTE 1: BASED UPON NYSE CLOSING PRICE ON 9/26/01 OF \$24.23 NOTE 2: SHARES OUTSTANDING AS OF 8/6/01

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

September 27, 2001
-----DATE OF NOTICE

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been

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publicly disclosed.

/s/ Stephen L. Way
-----(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: INTERNATIONAL MISSTATEMENTS OR OMISSION OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).
