

Brandon Joseph Patrick
Form 4
September 04, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brandon Joseph Patrick

(Last) (First) (Middle)

ALLEGHANY
CORPORATION, 1411
BROADWAY, 34TH FLOOR

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ALLEGHANY CORP /DE [Y]

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

09/03/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Beneficial Ownership (Instr. 4)
Common Stock	09/03/2018		M ⁽⁴⁾	1,374	A \$ 0 ⁽⁴⁾	26,203	D
Common Stock	09/03/2018		D ⁽⁴⁾	1,374	D \$ 629.24 ⁽⁴⁾	24,829	D

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

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information contained in this form are not
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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	09/03/2018		M	1,374 (2)	(3) (3)	Common Stock	1,374

Reporting Owners

Reporting Owner Name / Address	Relationships
Brandon Joseph Patrick ALLEGHANY CORPORATION 1411 BROADWAY, 34TH FLOOR NEW YORK, NY 10018	Director 10% Owner Officer Executive Vice President

Signatures

/s/ Joseph P.
Brandon 09/04/2018

__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).
- Each restricted stock unit represents a contingent right to receive one share of the registrant's Common Stock or a payment in cash in
- (1) respect of such restricted stock unit in an amount equal to the fair market value of one share of the registrant's Common Stock on the applicable vesting date.
 - (2) Pursuant to the applicable agreement between the registrant and the reporting person, when the registrant pays a cash dividend on its Common Stock, the reporting person is credited with a corresponding dividend on his restricted stock units in the form of additional restricted stock units. As a result, this includes 21 restricted stock units received as dividends in connection with a special cash dividend of \$10.00 per share of common stock paid on March 15, 2018.
 - (3) 15% of the restricted stock units vest on each of the first six anniversaries of the date of grant and the remaining 10% of the restricted stock units vest on the seventh anniversary of the date of grant. If the reporting person's employment with the issuer terminates prior to vesting, any unvested restricted stock units will be forfeited.
 - (4) Settlement of 1,374 restricted stock units for \$864,575.76 in cash.

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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