

BANFIELD CAROLE J
 Form 4
 March 11, 2011

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

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 *
BANFIELD CAROLE J

(Last) (First) (Middle)

**C/O VERISK ANALYTICS,
 INC., 545 WASHINGTON
 BOULEVARD**

(Street)

JERSEY CITY, NJ 07310

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Verisk Analytics, Inc. [VRSK]

3. Date of Earliest Transaction
 (Month/Day/Year)
03/09/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP-Info Svc and GovtRelations

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Forward sale contract (obligation to sell) <u>(1)</u> <u>(2)</u>			J				<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Class A Common Stock	200,000 <u>(1)</u> <u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BANFIELD CAROLE J C/O VERISK ANALYTICS, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310				EVP-Info Svc and GovtRelations

Signatures

/s/ Kenneth E. Thompson,
Attorney-in-Fact

03/11/2011

__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) On March 9, 2011, the reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer. The contract provides that the reporting person will deliver on November 14, 2012, November 15, 2012 and November 16, 2012 (the "Maturity Dates") up to 66,666, 66,667 and 66,667 shares of Class A Common Stock (each, a "Base Amount" of shares) (or, at the option of the reporting person, the cash equivalent of such shares), respectively, on the applicable Maturity Date. The number of shares of Class A Common Stock to be delivered on the applicable Maturity Date is to be determined by multiplying the applicable Base Amount by the Exchange Ratio, which will be determined as follows:

(2) (a) if the price of Class A Common Stock on the Maturity Date (the "Maturity Price") is equal to or less than \$32.3656, the Exchange Ratio will be one; (b) if the Maturity Price is greater than \$32.3656 but equal to or less than \$38.8387, the Exchange Ratio will be equal to \$32.3656 divided by the Maturity Price; and (c) if the Maturity Price is greater than \$38.8387, the Exchange Ratio will be equal to one minus a fraction the numerator of which is equal to \$38.8387 minus \$32.3656 and the denominator of which is equal to the Maturity Price. In exchange for the reporting person assuming this obligation, the contract provides that the reporting person will receive \$5,722,238.08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. 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 number.