VALIDUS HOLDINGS LTD

Form 4/A October 09, 2007

FORM 4

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

OMB 3235-0287 Number: January 31,

Expires:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MERRILL LYNCH & CO INC			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	VALIDUS HOLDINGS LTD [VR] 3. Date of Earliest Transaction	(Check all applicable)		
4 WORLD I	, ,	, ,	(Month/Day/Year) 09/14/2007	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
NEW YORK	(Street) X, NY 10080)	4. If Amendment, Date Original Filed(Month/Day/Year) 09/21/2007	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I Non Derivative Securities Acc	vuired Disposed of or Reposicially Owned		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi corr Dispo (Instr. 3,	sed of	` ′	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 Shares	09/14/2007		P	870 (1)	A	\$ 25.1879	5,715,155 (2) (3) (4)	I	See footnotes (2) (3) (5)
Common Shares	09/14/2007		S	200 (1)	D	\$ 24.5	5,714,955 (2) (3) (6)	I	See footnotes (2) (3) (5)
Common Shares	09/18/2007		S	1,005 (1)	D	\$ 24.97	5,713,950 <u>(2)</u> <u>(3) (7)</u>	I	See footnotes (2) (3) (5)
Common Shares	09/18/2007		P	100 (1)	A	\$ 24.93	5,714,050 <u>(2)</u> <u>(3) (8)</u>	I	See footnotes (2) (3) (5)

Edgar Filing: VALIDUS HOLDINGS LTD - Form 4/A

Common Shares	09/18/2007	P	100 <u>(1)</u> A	\$ 25	5,714,150 (2) (3) (9) I	See footnotes (2) (3) (5)
Common Shares	09/19/2007	P	135 <u>(1)</u> A	\$ 25.2	$5,714,285 \frac{(2)}{(3)}$ I	See footnotes (2) (3) (5)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
,	Director	10% Owner	Officer	Other			
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X						

Signatures

Merrill Lynch & Co. Inc. By: Frank Marinaro 10/09/2007

**Signature of Reporting Person

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).

Date

Reporting Owners 2

Edgar Filing: VALIDUS HOLDINGS LTD - Form 4/A

- The transactions reported on this Form reflect transactions executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.
- The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Validus Holdings Ltd. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under
- (2) any, to Validus Holdings Ltd. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.
 - 4,285,714 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill
- (3) Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc. 1,428,571 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, L.L.C., is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc.
- (4) 870 shares are owned directly by MLPFS.
- (5) The Reporting Person may be deemed a director by virtue of the fact that an employee of an affiliate of the Reporting Person serves as a director of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.
- (6) 670 shares are owned directly by MLPFS.
- (7) MLPFS' direct ownership is short 335 shares.
- (8) MLPFS' direct ownership is short 235 shares.
- (9) MLPFS' direct ownership is short 135 shares.
- (10) No shares are owned directly by MLPFS.

Remarks:

This Amended Form 4 is filed today to amend a Form 4 initially filed on September 21, 2007.

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.