Hendrickson John J. Form 4 January 04, 2011

## FORM 4

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

**OMB APPROVAL** OMB

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response...

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

Shares

(Print or Type Responses)

| 1. Name and A<br>Hendrickson         | 2. Issuer Name <b>and</b> Ticker or Trading Symbol VALIDUS HOLDINGS LTD [VR] |               |                                 |  |           | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |                     |  |  |              |  |
|--------------------------------------|--|---------------|---------------------------------|--|-----------|--|---------------------|--|--|--------------|--|
| (Last)                               | (First)  | (Middle)      | 3. Date of Earliest Transaction |  |           | (Check all applicable)   |                     |  |  |              |  |
| 48 PAR-LA-VILLE ROAD, SUITE 1790     |  |               | (Month/Day/Year)<br>12/31/2010  |  |           |  |                     | X_ Director 10% Owner<br>Officer (give title below) Other (specify below)  |  |              |  |
|                                      | 4. If Amendment, Date Original   |               |                                 |  |           | 6. Individual or Joint/Group Filing(Check  |                     |  |  |              |  |
| HAMILTON                             | Filed(Month/Day/Year)  |               |                                 |  |           | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                     |  |  |              |  |
| (City)                               | (State)  | (Zip)         | Tabl                            | e I - Non-D                            | erivative | Secur  | ities Acq           | uired, Disposed of   | f, or Beneficial   | ly Owned     |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Da<br>(Month/Day/Year   | Execution any |                                 | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi | ties A   | equired<br>d of (D) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of |  |
| Common<br>Shares                     | 12/31/2010   |               |                                 | A                                      | 34        | A  | \$<br>30.61         | 4,728  | D  |              |  |
| Common                               |  |               |                                 |  |           |  |                     | 46,642   | I  | Indirect (1) |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Hendrickson John J. - Form 4

#### 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.<br>Transacti    | 5.<br>orNumber | 6. Date Exerc<br>Expiration D |                    | 7. Title<br>Amount               |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|--|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|----------------------------------|--|------------------------|---|
| Security (Instr. 3)    | or Exercise Price of Derivative Security | (Month/Day/Tear)                     | any (Month/Day/Year)          | Code<br>(Instr. 8) | of             | (Month/Day/                   |                    | Underly<br>Securiti<br>(Instr. 3 | ying<br>ies                            | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |  |                                      |                               | Code V             | (A) (D)        | Date<br>Exercisable           | Expiration<br>Date | Title N                          | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| Hendrickson John J.<br>48 PAR-LA-VILLE ROAD<br>SUITE 1790<br>HAMILTON, D0 HM11 | X             |           |         |       |  |  |  |

# **Signatures**

/s/ John J.

01/04/2011 Hendrickson \*\*Signature of Reporting 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).
- Includes shares held by SFRi, LLC. John J. Hendrickson is a Managing Partner of SFRi, LLC and may be deemed to have a pecuniary interest in the shares held thereby.

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.

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