

Krantz James A
Form 4
February 25, 2009

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 *
Krantz James A

2. Issuer Name and Ticker or Trading Symbol
PLATINUM UNDERWRITERS HOLDINGS LTD [PTP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

THE BELVEDERE BUILDING, 69
PITTS BAY ROAD, 2ND FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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)	Price		
				Code	V	Amount	
Common Shares	02/24/2009		M	A	\$ 0	39,871	D

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)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code	V	(A)	(D)
Share units	<u>(1)</u>	02/23/2009		A	5,432	<u>(2)</u>	<u>(2)</u>	Common Shares <u>(2)</u> 5,432
Restricted share units	<u>(1)</u>	02/24/2009		M	650	<u>(3)</u>	<u>(3)</u>	Common Shares <u>(3)</u> 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Krantz James A
THE BELVEDERE BUILDING
69 PITTS BAY ROAD, 2ND FLOOR
PEMBROKE, D0 HM 08

EVP & Chief Financial Officer

Signatures

/s/ Michael E. Lombardozzi, Attorney
in Fact

02/25/2009

 **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) 1-for-1

These share units were awarded pursuant to the Company's Amended and Restated Annual Incentive Plan. The share units are fully vested and will be paid to the reporting person 30 days after the date of grant in the form of one Common Share of the Company for each share unit awarded to the reporting person, reduced by the number of Common Shares which are equal in Fair Market Value (as defined in the 2006 Share Incentive Plan) on such date to the reporting person's tax withholding obligation.

(2)

These restricted share units ("RSUs") were awarded on February 24, 2005 under the 2002 Share Incentive Plan of Platinum Underwriters Holdings, Ltd. (the "Company"). On the fourth anniversary of the date of the grant, the Company issued to the reporting person one Common Share of the Company for each of the final 50% of the RSUs awarded to the reporting person.

(3)

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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