

Verisk Analytics, Inc.
Form 4
August 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
Stephenson Scott G

(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)
08/17/2015

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)
CEO and President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 08/17/2015 | | M | | 135,000 | A | \$ 11.3 460,311 |
| Common Stock | 08/17/2015 | | S | | 76,603 | D | \$ 76.68 383,708 (1) |
| Common Stock | 08/18/2015 | | S | | 1,036 | D | \$ 76.92 382,672 (1) |

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

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(9-02)

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|--|---|-----------------|--------------|----------------------------|
| | | | | | Acquired (A) | Disposed of (D) | | | | | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (2) | \$ 11.3 | 08/17/2015 | | M | | | 135,000 | (3) | 03/01/2016 | Common Stock | 135,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stephenson Scott G C/O VERISK ANALYTICS, INC. 545 WASHINGTON BOULEVARD JERSEY CITY, NJ 07310 | X | | CEO and President | |

Signatures

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

08/19/2015

**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) These shares were sold pursuant to a 10b5-1 plan that Mr. Stephenson entered into on May 1, 2015 in order to cover the exercise price of the corresponding stock option and related tax obligation. These sale prices are a weighted average sale price that represents the sale of these shares of Common Stock at prices (1) ranging from \$76.06 to \$76.87, inclusive, on August 17, 2015 and (2) ranging from \$76.85 to \$76.96, inclusive, on August 18, 2015, respectively. The reporting person undertakes to provide upon request by the SEC staff, the Issuer or any security holder of the Issuer, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in this footnote (1).

(2) Stock Options outstanding under the Issuer's 1996 Equity Plan.

(3) Immediately.

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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