

ALLEGHANY CORP /DE
Form FWP
June 20, 2006

Filed pursuant to Rule 433
 Registration Statement No. 333-134996
 June 19, 2006

ALLEGHANY CORPORATION
985,000 Shares 5.75% Mandatory Convertible Preferred Stock

Issuer: Alleghany Corporation

Offering Size: 985,000 Shares of Preferred Stock

Overallotment Option: 147,000 Shares of Preferred Stock

Total Number of Shares Authorized For Issuance: 1,132,000 Shares

Issue Price: \$264.60

Estimated Net Proceeds to Alleghany (assuming the exercise in full of the underwriters overallotment option):
 \$290 million

Liquidation Preference: \$264.60

Maturity: June 15, 2009

Annual Dividend Rate: 5.75%

Dividend Payment Dates: March 15, June 15, September 15, December 15

First Dividend Payment Date: September 15, 2006

First Dividend Payment: \$3.4655

Subsequent Quarterly Dividend Payment: \$3.8036

Conversion Premium: 18.0%

Reference Price: \$264.60

Threshold Appreciation Price: \$312.23

Settlement Ratio at Maturity: If Share Price \leq \$264.60, 1 share (Maximum Conversion Rate)

 If Share Price $>$ \$264.60 and $<$ \$312.23, 264.60/Share Price (between 0.8475 share
 and 1 share)

 If Share Price \geq \$312.23, 0.8475 share (Minimum Conversion Rate)

Early Conversion Rate: 0.8475

Dividend Protection: Full protection via conversion ratio adjustment

Discount Rate For Cash Acquisition Make-Whole Amount: 6.65%

Conversion Upon Cash Acquisition: If Alleghany is the subject of specified cash acquisitions on or prior to June 15 2009, under certain circumstances, it will: (1) permit conversion of its Preferred Stock during the period beginning on the date that is 15 days prior to the anticipated effective date of the applicable cash acquisition and ending on the date that is 15 days after the actual effective date at a specified conversion rate for each hypothetical stock price and effective date referenced by the following table and (2) pay converting holders an amount equal to the sum of any accumulated and unpaid dividends plus the present value of all remaining dividends on such Preferred Stock through June 15, 2009.

Stock Price on Effective Date

	\$ 150	\$ 200	\$ 250	\$ 264.60	\$ 275	\$ 300	\$ 325	\$ 350	\$ 400	\$ 500	\$ 600
At issue	0.9743	0.9115	0.8538	0.8448	0.8405	0.8359	0.8362	0.8385	0.8430	0.8467	0.8473
June 15, 2007	0.9920	0.9486	0.8800	0.8647	0.8564	0.8447	0.8414	0.8420	0.8451	0.8472	0.8474
June 15, 2008	0.9996	0.9853	0.9233	0.8999	0.8848	0.8589	0.8483	0.8462	0.8470	0.8474	0.8475
	1.0000	1.0000	1.0000	1.0000	0.9622	0.8820	0.8475	0.8475	0.8475	0.8475	0.8475

June 15,
2009

However, if such acquisition constitutes a public acquirer change of control, Alleghany may elect, in lieu of providing for conversion and paying the dividend amount, to make the Preferred Stock convertible into public acquirer common stock.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free (866)500-5408.