

Flagstone Reinsurance Holdings Ltd

Form 4

December 10, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN DAVID A

(Last) (First) (Middle)

**FLAGSTONE REINSURANCE
HOLDINGS LTD., CRAWFORD
HOUSE, 23 CHURCH STREET**

(Street)

HAMILTON, D0 HM 11

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**Flagstone Reinsurance Holdings Ltd
[FSR]**

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2008

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) **Chief Executive Officer**

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)
				(A) or (D)			
				Code V Amount (D) Price			

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

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information contained in this form are not
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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 Underlying (Instr. 3)
				Code V	(A)	(D)	Title
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		J ⁽²⁾	654,000	⁽³⁾	⁽⁴⁾ Com Sh
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A	273,793	01/01/2011 ⁽⁶⁾	04/01/2011 ⁽⁷⁾ Com Sh
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A	273,793	01/01/2012 ⁽⁶⁾	04/01/2012 ⁽⁷⁾ Com Sh

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BROWN DAVID A FLAGSTONE REINSURANCE HOLDINGS LTD. CRAWFORD HOUSE, 23 CHURCH STREET HAMILTON, D0 HM 11	X Chief Executive Officer

Signatures

/s/ Jean-Paul Dyer by power of attorney
12/10/2008

__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).

Vesting of Performance Share Units ("PSUs") is contingent upon the reporting person's continued employment with Flagstone Reinsurance Holdings Limited (the "Company") and the Company meeting certain fully diluted return-on-equity ("FDROE") goals. Upon vesting, the PSU holder is entitled to receive a number of common shares of the Company (or the cash equivalent, at the election of the Company) equal to the product of the number of PSUs granted multiplied by a factor based on the Company's FDROE during the vesting period. The factor with respect to the PSUs to be cancelled (see note (2) below) ranged between zero and two, depending on the FDROE achieved during the vesting period. The factor with respect to the current PSUs granted (see note (5) below) will range between 0.5 and 1.5, depending on the FDROE achieved during the vesting period.

The Compensation Committee of the Board of Directors of the Company reviews its assumptions in relation to the PSUs on a quarterly basis. At a meeting of the Compensation Committee of the Board of Directors on November 13, 2008, the members of the Compensation Committee voted to cancel the PSUs previously granted to Mr. Brown in light of the Company's current FDROE estimates, subject to receiving Mr. Brown's consent. On December 8, 2008, Mr. Brown consented to this cancellation and the PSUs previously granted were cancelled.

The total PSUs held by Mr. Brown were granted under different series, with different vesting contingencies described in note 1 above. Subject to the contingencies described in note 1 above and the other terms and conditions of the issuer's PSU Plan, 240,000 of these shares would have vested on December 31, 2008; 225,000 of these shares would have vested on December 31, 2009 and 189,000 of these shares would have vested on December 31, 2010.

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Assuming the Company would settle these PSUs within three months of the vesting date, 240,000 of these shares would have expired on

- (4) March 31, 2009; 225,000 of these shares would have expired on March 31, 2010 and 189,000 of these shares would have expired on March 31, 2011.
- (5) Represents the mid-point of the vesting range described in note 1 above for these PSUs.
- (6) These PSUs would have vested, subject to the contingency described in note 1 above and the other terms and conditions of the Company's PSU Plan, on the date shown.
- (7) Assumes the Company would settle these PSUs within three months of the vesting date.

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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