Postlewhite Stephen Form 4 February 28, 2013

FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

HAMILTON, D0 HM19

1. Name and Address of Reporting Person * Postlewhite Stephen

Symbol

ASPEN INSURANCE HOLDINGS LTD [AHL]

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 02/26/2013

ASPEN INSURANCE HOLDINGS LIMITED, 141 FRONT STREET

(Middle)

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Director 10% Owner X_ Officer (give title Other (specify below)

Chief Risk Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Ordinary Shares	02/26/2013		A(1)	5,361	A (1)	<u>(2)</u>	10,679	D	
Ordinary Shares	02/27/2013		F	100	D	\$ 35.59	10,579	D	
Ordinary Shares	02/27/2013		F	200	D	\$ 35.65	10,379	D	
Ordinary Shares	02/27/2013		F	200	D	\$ 35.66	10,179	D	
Ordinary Shares	02/27/2013		F	200	D	\$ 35.68	9,979	D	

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Ordinary Shares	02/27/2013	F	100	D	\$ 35.69	9,879	D
Ordinary Shares	02/27/2013	F	200	D	\$ 35.7	9,679	D
Ordinary Shares	02/27/2013	F	100	D	\$ 35.73	9,579	D
Ordinary Shares	02/27/2013	F	200	D	\$ 35.75	9,379	D
Ordinary Shares	02/27/2013	F	168	D	\$ 35.76	9,211	D
Ordinary Shares	02/27/2013	F	100	D	\$ 35.77	9,111	D
Ordinary Shares	02/27/2013	F	200	D	\$ 35.79	8,911	D
Ordinary Shares	02/27/2013	F	200	D	\$ 35.8	8,711	D
Ordinary Shares	02/27/2013	F	32	D	\$ 35.81	8,679	D
Ordinary Shares	02/27/2013	F	200	D	\$ 35.83	8,479	D
Ordinary Shares	02/27/2013	F	100	D	\$ 35.84	8,379	D
Ordinary Shares	02/27/2013	F	300	D	\$ 35.85	8,079	D
Ordinary Shares	02/27/2013	F	100	D	\$ 35.86	7,979	D
Ordinary Shares	02/27/2013	F	100	D	\$ 35.87	7,879	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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. Transactio	5. Number of on Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying
Security	or Exercise	(, , , , , , , , , , , , , , , , , , ,	any	Code	Securities	(Month/Day/Year)	Securities
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or	, ,	(Instr. 3 and 4)
	Derivative		•		Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2010 Performance Shares	(2)	02/26/2013	M(3)			5,361	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	5,361
2010 Performance Shares	(2)	02/26/2013	A		2,295		<u>(4)</u>	<u>(4)</u>	Ordinary Shares	2,295
2011 Performance Shares	(2)	02/26/2013	A		6,662		<u>(5)</u>	<u>(5)</u>	Ordinary Shares	6,662
2012 Performance Shares	(2)	02/26/2013	A		4,078		<u>(6)</u>	<u>(6)</u>	Ordinary Shares	4,078

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Postlewhite Stephen ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET HAMILTON, D0 HM19

Chief Risk Officer

Signatures

/s/ Patricia Roufca as Attorney-in-fact for Stephen
Postlewhite
02/28/2013

**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) Ordinary shares acquired upon mandatory conversion of Performance Shares in accordance with the performance conditions having been met.
- (2) Each Performance Share represents the right to receive one share of the Issuer's Ordinary Shares
- (3) Represents mandatory conversion into Issuer's Ordinary Shares of all 2010 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer and filing of the annual report on Form 10-K for the year ended December 31, 2012.
- Represents 2010 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of (4) the 2010 Performance Share award is tested annually over a three-year period. All vested 2010 Performance Shares are issued following the filing of the annual report on Form 10-K for the year ended December 31, 2012.
- Represents 2011 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of (5) the 2011 Performance Share award is tested annually over a three-year period. All vested 2011 Performance Shares are issued following the filing of the annual report on Form 10-K for the year ended December 31, 2013.

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Represents 2012 Performance Shares eligible for vesting following the achievement of certain financial targets by the Issuer. One third of the 2012 Performance Share award is tested annually over a three-year period. All vested 2012 Performance Shares are issued following the filing of the annual report on Form 10-K for the year ended December 31, 2014.

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.