Rupert Villers Form 4 February 28, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

OMB

Number:

January 31, 2005

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response...

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Rupert Villers

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ASPEN INSURANCE HOLDINGS LTD [AHL]

(Check all applicable)

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

Director _X__ Officer (give title

10% Owner Other (specify

ASPEN INSURANCE HOLDINGS

02/27/2013

below)

Chairman Aspen Insurance

LIMITED, 141 FRONT STREET (Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

HAMILTON, D0 HM19

| (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) | | 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 | or (D) | Price | (Instr. 3 and 4) | | |
| Ordinary Shares | 02/27/2013 | | F | 300 | D | \$ 35.85 | 29,576 | D | |
| Ordinary Shares | 02/27/2013 | | F | 200 | D | \$ 35.86 | 29,376 | D | |
| Ordinary Shares | 02/27/2013 | | F | 300 | D | \$ 35.87 | 29,076 | D | |
| Ordinary Shares | 02/27/2013 | | F | 100 | D | \$ 35.88 | 28,976 | D | |
| Ordinary Shares | 02/27/2013 | | F | 100 | D | \$ 35.89 | 28,876 | D | |

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Ordinary Shares

02/27/2013

F 100

D \$35.9 28,776

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)

9. Nu

Deriv

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|------------|-------------------------|------------------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration Date | Amount of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | Securities | (Instr. 5) |
| | Derivative | | | | Securities | S | (Instr. 3 and 4) | |
| | Security | | | | Acquired | | | |
| | | | | | (A) or | | | |
| | | | | | Disposed | | | |
| | | | | | of (D) | | | |
| | | | | | (Instr. 3, | | | |
| | | | | | 4, and 5) | | | |

(e.g., puts, calls, warrants, options, convertible securities)

Date Expiration Title Number of Shares

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Rupert Villers

ASPEN INSURANCE HOLDINGS LIMITED 141 FRONT STREET

HAMILTON, D0 HM19

Chairman Aspen Insurance

Signatures

/s/ Patricia Roufca as Attorney-in-fact for Rupert Villers

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).

Remarks:

Reported transactions are part of a series made following vesting and issue of Reporting Owner's Performance Shares. For furt Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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