SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

hours per response:	0.5
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	3235-0207

1. Name and Address of Reporting Person [*] Ormsby Lenard T			2. Issuer Name and Ticker or Trading Symbol <u>Employers Holdings, Inc.</u> [EIG]	(Check	ionship of Reporting Persor all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) 10375 PROFES) (First) (Middl 75 PROFESSIONAL CIRCLE		3. Date of Earliest Transaction (Month/Day/Year) 08/13/2013	X	EVP, Chief Legal C	below)
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	dual or Joint/Group Filing (0	Check Applicable
RENO	NV	89521		X	Form filed by One Reporti Form filed by More than C	5
(City)	(State)	(Zip)			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)	Code (4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) e (Instr.		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock, par value \$0.01	08/13/2013		М		25,000	A	\$18.79	73,126	D	
Common Stock, par value \$0.01	08/13/2013		М		5,000	A	\$19.21	78,126	D	
Common Stock, par value \$0.01	08/13/2013		S		30,000	D	\$28.525 ⁽¹⁾	48,126	D	

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. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$18.79	08/13/2013		М			25,000	(2)	08/07/2014	Common Stock, par value \$0.01	25,000	\$0	0	D	
Employee Stock Option (right to buy)	\$19.21	08/13/2013		М			5,000	(3)	05/28/2015	Common Stock, par value \$0.01	5,000	\$0	20,000	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.18 to \$29.03, inclusive. The reporting person undertakes to provide to Employers Holdings, Inc.("EHI"), any security holder of EHI or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

2. The option vests as to 25% of the shares underlying the grant on February 8, 2008, with the remainder of the grant vesting in three equal annual installments beginning on February 8, 2009.

3. The option vests as to 25% of the shares underlying the grant on May 29, 2009, with the remainder of the grant vesting in three equal annual installments beginning on May 29, 2010.

Remarks:

<u>/s/ Lenard T. Ormsby</u>

08/14/2013 Date

** Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.