SEC Form 4

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

I

1. Name and Address of Reporting Person [*] Nelson John P			2. Issuer Name and Ticker or Trading Symbol Employers Holdings, Inc. [EIG]		ationship of Reporting Pe (all applicable) Director	10% Owner
(Last) (First) (Middle) 10375 PROFESSIONAL CIRCLE		(<i>'</i>	3. Date of Earliest Transaction (Month/Day/Year) 05/28/2009		Officer (give title below) EVP, Chief Adr	Other (specify below) nin Officer
(Street) RENO	NV	89521	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th	porting Person
(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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)		(
Common Stock, par value \$0.01	05/28/2009		A		8,500(1)	Α	\$0.00	17,000	D	
Common Stock, par value \$0.01	05/29/2009		Р		500	A	\$11.326	17,500	D	
Common Stock, par value \$0.01	05/29/2009		Р		500	A	\$11.4282	18,000	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)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$11.84	05/28/2009		A		25,500		(2)	05/29/2016	Common Stock, par value \$0.01	25,500	\$0.00	25,500	D	

Explanation of Responses:

1. Represents restricted stock units that vest in four equal yearly installments beginning on May 28, 2010 (subject to the reporting person's continued employment on such dates).

2. The option vests as to 25% of the shares underlying the grant on May 28, 2010, with the remainder of the grant vesting in three equal annual installments beginning on May 28, 2011 (subject to the reporting person's continued employment on such dates).

Remarks:

/s/ John P. Nelson

** Signature of Reporting Person

Date

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.

06/01/2009

OMB APPROVAL

3235-0287								
Estimated average burden								
0.5								