# 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 OMB Number: 3235-0287

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- 14		

1. Name and Address of Reporting Person <sup>*</sup> <u>Yocke William E</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol Employers Holdings, Inc. [EIG]	(Check	tionship of Reporting Per all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify	
(Last) 10375 PROF	st) (First) (Middle) 375 PROFESSIONAL CIRCLE		3. Date of Earliest Transaction (Month/Day/Year) 03/16/2012		EVP, Chief Finance	below)	
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Line)	ridual or Joint/Group Filing		
RENO (City)	NV (State)	89521 (Zip)	-	X	Form filed by One Rep Form filed by More that Person	-	
		Table I - Non-Deri	vative Securities Acquired. Disposed of, or Benef	icially (	Owned		

### 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. Transa Code ( 8)				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)		(1150. 4)
Common Stock, par value \$0.01	03/16/2012		A		5,750 <sup>(1)</sup>	A	\$ <mark>0</mark>	49,290	D	
Common Stock, par value \$0.01	03/16/2012		F		586	D	\$17.02	48,704	D	
Common Stock, par value \$0.01								6,250	I	By Yocke 2006 Family Trust

## 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		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)	\$17.02	03/16/2012		A		18,000		(2)	03/16/2019	Common Stock, par value \$0.01	18,000	\$0	18,000	D	

Explanation of Responses:

1. Represents restricted stock units that vest in four equal annual installments beginning on March 16, 2013 (subject to the reporting person's continued employment on such dates).

2. The option vests in four equal annual installments beginning on March 16, 2013 (subject to the reporting person's continued employment on such dates).

/s/ Lenard T. Ormsby, attorney 03/19/2012

<u>in fact</u>

\*\* 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.