

Employers Holdings, Inc.
Form 4
March 16, 2016

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dirks Douglas D

(Last) (First) (Middle)

10375 PROFESSIONAL CIRCLE

(Street)

RENO, NV 89521

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Employers Holdings, Inc. [EIG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	03/14/2016		A	21,512 (1)	A \$ 0 306,813	D	
Common Stock, par value \$0.01	03/14/2016		M	18,070	A \$ 11.84 324,883	D	
Common Stock, par value \$0.01	03/14/2016		S	18,070	D \$ 27.82 306,813	D	
Common Stock, par	03/15/2016		M	13,523	A \$ 11.84 320,336	D	

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value \$0.01

Common Stock, par value \$0.01	03/15/2016	S	13,523	D	\$ 27.39 (2)	306,813	D
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Common Stock, par value \$0.01	03/15/2016	F	2,413	D	\$ 27.36	304,400	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.72	03/14/2016		A		23,500		<u>(3)</u>	03/14/2023	Common Stock, par value \$0.01	23,500
Employee Stock Option (right to buy)	\$ 11.84	03/14/2016		M		18,070		<u>(4)</u>	05/28/2016	Common Stock, par value \$0.01	18,070
Employee Stock Option (right to buy)	\$ 11.84	03/15/2016		M		13,523		<u>(4)</u>	05/28/2016	Common Stock, par value \$0.01	13,523

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Dirks Douglas D
10375 PROFESSIONAL CIRCLE X President & CEO
RENO, NV 89521

Signatures

/s/ Douglas D.
Dirks 03/16/2016

 **Signature of Date
Reporting Person

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) Represents restricted stock units that vest in four equal annual installments beginning on March 15, 2017 (subject to the reporting person's continued employment on such dates).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions. 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) Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The option vests in four equal annual installments beginning on March 15, 2017 (subject to the reporting person's continued employment on such dates).
- (4) The option is fully vested and immediately exercisable.

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