

HCC INSURANCE HOLDINGS INC/DE/  
Form 4  
March 02, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SCHELL MICHAEL J

2. Issuer Name and Ticker or Trading Symbol  
HCC INSURANCE HOLDINGS INC/DE/ [HCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

13403 NORTHWEST FREEWAY, C/O HCC INSURANCE HOLDINGS

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

HOUSTON, TX 77040

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |        |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |        |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |        |   |  |
| Common Stock                    | 02/28/2005                           |  | M                              |   | 50,000  | A  | \$ 20.96                                   | 50,000 | D |  |
| Common Stock                    | 02/28/2005                           |  | S                              |   | 47,100  | D  | \$ 37.65                                   | 2,900  | D |  |
| Common Stock                    | 02/28/2005                           |  | S                              |   | 500   | D  | \$ 37.66                                   | 2,400  | D |  |
| Common Stock                    | 02/28/2005                           |  | S                              |   | 100   | D  | \$ 37.67                                   | 2,300  | D |  |
|                                 | 02/28/2005                           |  | S                              |   | 200   | D  |  | 2,100  | D |  |

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|              |            |  |   |       |          |          |         |
|--------------|------------|--|---|-------|----------|----------|---------|
| Common Stock |            |  |   |       | \$ 37.68 |          |         |
| Common Stock | 02/28/2005 |  | S | 900   | D        | \$ 37.69 | 1,200 D |
| Common Stock | 02/28/2005 |  | S | 1,200 | D        | \$ 37.7  | 0 D     |

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

**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 control number.**

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(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 of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Option to Purchase (1)                     | \$ 20.96   | 02/28/2005                           |  | M                              | 50,000  | (2)  | 06/03/2008  | Common Stock | 200,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| SCHELL MICHAEL J<br>13403 NORTHWEST FREEWAY<br>C/O HCC INSURANCE HOLDINGS<br>HOUSTON, TX 77040 |               |           | Executive Vice President |       |

## Signatures

Christopher L. Martin as Attorney-in-Fact for Michael J. Schell 03/02/2005

\*\*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).
- (1) Option to purchase granted pursuant to 2001 Flexible Incentive Plan.
  - (2) The options vest equally over a 60-month period, beginning 06/03/03.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.