

KIRSHNER ALAN I

Form 4

November 06, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *

KIRSHNER ALAN I

2. Issuer Name **and** Ticker or Trading

Symbol

MARKEL CORP [MKL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman and CEO

C/O MARKEL
CORPORATION, 4521
HIGHWOODS PKWY

3. Date of Earliest Transaction

(Month/Day/Year)

11/04/2009

(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

GLEN ALLEN, VA 23060

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|---|---|
| Common Stock | 11/04/2009 | | J(1)(2)(3) | 4,898 D | 32,040 | D | |
| Common Stock | | | | | 422.422 | I | 401(K) Plan (4) |
| Common Stock | | | | | 254.449 | I | By Spouse - 401(K) Plan (4) (5) |

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

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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 |
| Contract (1) (2) (3) | (2) (3) | 11/04/2009 | | J(1)(2)(3) | | | 5,000 (1) (2) (3) | (2)(3) | 11/04/2009 | Common Stock | (1) (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| KIRSHNER ALAN I C/O MARKEL CORPORATION 4521 HIGHWOODS PKWY GLEN ALLEN, VA 23060 | X Chairman and CEO |

Signatures

Linda S. Rotz, Attorney-in-fact for Alan I.
Kirshner 11/06/2009

 **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) On November 4, 2004, Mr. Kirshner entered into a Prepaid Forward Agreement ("Forward Agreement") relating to the forward sale of 5,000 shares of common stock of Markel Corporation ("Common Stock").
- (2) The Forward Agreement provided that 3 business days after November 4, 2009 (the "Maturity Date"), Mr. Kirshner would deliver a number of shares of Common Stock (or, at the election of Mr. Kirshner given in advance, the cash equivalent of such shares), based on the following: (a) if the closing price per share of Common Stock on the Maturity Date ("Final Price") was less than \$315.445 ("Floor Price"), Mr. Kirshner would deliver 5,000 shares; (b) if the Final Price was equal to or greater than the Floor Price but less than or equal to \$441.6230 ("Cap Price"), Mr. Kirshner would deliver a number of shares equal to the Floor Price/Final Price x 5,000; and (c) if the

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Final Price was greater than the Cap Price, Mr. Kirshner would deliver a number of shares equal to the product of the sum of $[(\text{Floor Price}/\text{Final Price}) + ((\text{Final Price} - \text{Cap Price})/\text{Final Price})] \times 5,000$. In consideration thereof, Mr. Kirshner received a price of \$1,233,705.40.

- (3) On November 4, 2009, the Final Price was \$322.00. Mr. Kirshner delivered 4,898 shares of Common Stock in satisfaction of his obligations under the Forward Agreement, and any potential delivery obligations regarding the remaining 102 shares of Common Stock subject to the Forward Agreement were extinguished.

- (4) Holdings under the Markel Corporation 401(K) Plan are reported in units. The information reported herein is based on a plan statement dated as of September 30, 2009 and utilizes the closing stock price on that date of \$329.82. As of 9/30/2009, a unit under the Plan represented one share of Common Stock.

- (5) Beneficial ownership of securities is expressly disclaimed.

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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