

MARKEL STEVEN A  
Form 4  
September 03, 2009

**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 \*  
MARKEL STEVEN A

(Last) (First) (Middle)

C/O MARKEL CORPORATION, 4521 HIGHWOODS PKWY

(Street)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MARKEL CORP [MKL]

3. Date of Earliest Transaction (Month/Day/Year)  
09/02/2009

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)  
Vice Chairman

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				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)
			Code	V	Amount	(D)				
Common Stock	06/17/2009		G	V	230	D	\$ 0	229,746.894	D	
Common Stock	08/03/2009		G	V	50	D	\$ 0	229,696.894	D	
Common Stock	08/03/2009		G	V	600	D	\$ 0	229,096.894	D	
Common Stock	09/02/2009		S		2,700	D	\$ 323.5979 (1)	231,358.894 (2)	D	
	09/03/2009		S		1,000	D		230,358.894	D	

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Common Stock	\$ 324.007 <u>(3)</u>			
Common Stock		1,915.4	I	401(K) Plan <u>(4)</u>
Common Stock		15,038 <u>(2)</u>	I	By Trust <u>(2)</u>
Common Stock		4,375	I	By Trust <u>(5)</u>

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARKEL STEVEN A C/O MARKEL CORPORATION 4521 HIGHWOODS PKWY GLEN ALLEN, VA 23060	X		Vice Chairman	

## Signatures

Linda S. Rotz, Attorney-in-fact for Steven A. Markel  
09/03/2009

        \*\*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).

Sales were effected in 27 separate transactions at prices ranging from \$323.00 to \$324.26. Mr. Markel will provide upon request by the

- (1) Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) Mr. Markel is a Trustee and partial beneficiary of a Grantor Retained Annuity Trust. End of period holdings reflect change in form of beneficial ownership by reason of distribution of 4,962 shares from the GRAT to Mr. Markel.

Sales were effected in 7 separate transactions at prices ranging from \$324.00 to \$324.07. Mr. Markel will provide upon request by the

- (3) Securities and Exchange Commission staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (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 June 30, 2009 and utilizes the closing stock price on that date of \$281.70. As of 6/30/2009, a unit under the Plan represented one share of Common Stock.

- (5) Mr. Markel is trustee and retains a partial interest in the trust. The amount reported reflects all the securities held by the trust, but Mr. Markel disclaims beneficial ownership except with respect to his interest in the trust.

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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