

Brine Kevin R
Form 4
May 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
Brine Kevin R

2. Issuer Name and Ticker or Trading Symbol
DELPHI FINANCIAL GROUP
INC/DE [DFG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2012

____ Director
____ Officer (give title below) Other (specify below)
Former director

C/O DELPHI CAPITAL
MANAGEMENT, INC., 590
MADISON AVENUE 30TH FL

(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

NEW YORK, NY 10022

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 05/15/2012 | | D | 7,079 | D 43.875 0 | D | |
| | | | | | <u>(1)</u> | | |
| Class A Common Stock | 05/15/2012 | | D | 211,379 | D 43.875 0 | I | by K. R. Brine, L.P. |
| | | | | | <u>(1)</u> | | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 |
| Stock Option (right to buy) | \$ 27.54 | 05/15/2012 | | D | | 4,085 | | 11/04/2004 | 07/22/2014 | Class A Common Stock | 4,085 |
| Stock Option (right to buy) | \$ 27.54 | 05/15/2012 | | D | | 4,472 | | 07/22/2005 | 07/22/2014 | Class A Common Stock | 4,472 |
| Stock Option (right to buy) | \$ 27.8533 | 05/15/2012 | | D | | 7,452 | | 05/25/2006 | 05/25/2015 | Class A Common Stock | 7,452 |
| Stock Option (right to buy) | \$ 27.8533 | 05/15/2012 | | D | | 5,385 | | 08/23/2005 | 05/25/2015 | Class A Common Stock | 5,385 |
| Stock Option (right to buy) | \$ 34.6667 | 05/15/2012 | | D | | 8,198 | | 05/04/2007 | 05/04/2016 | Class A Common Stock | 8,198 |
| Stock Option (right to buy) | \$ 34.6667 | 05/15/2012 | | D | | 4,328 | | 08/02/2006 | 05/04/2016 | Class A Common Stock | 4,328 |
| Stock Option (right to buy) | \$ 42.91 | 05/15/2012 | | D | | 6,991 | | 05/01/2008 | 05/09/2017 | Class A Common Stock | 6,991 |
| Stock Option (right to buy) | \$ 42.91 | 05/15/2012 | | D | | 3,496 | | 08/07/2007 | 05/09/2017 | Class A Common Stock | 3,496 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|----------------------------|--------|
| buy) Stock Option (right to buy) | \$ 27.15 | 05/15/2012 | D | 11,049 | 05/01/2009 | 05/08/2018 | Class A Common Stock | 11,049 |
| Stock Option (right to buy) | \$ 27.15 | 05/15/2012 | D | 5,525 | 08/05/2008 | 05/08/2018 | Class A Common Stock | 5,525 |
| Stock Option (right to buy) | \$ 19.58 | 05/15/2012 | D | 15,322 | 05/01/2010 | 05/06/2019 | Class A Common Stock | 15,322 |
| Stock Option (right to buy) | \$ 26.33 | 05/15/2012 | D | 5,697 | 05/01/2011 | 05/05/2020 | Class A Common Stock | 5,697 |
| Stock Option (right to buy) | \$ 29.83 | 05/15/2012 | D | 5,028 | 05/01/2012 | 05/11/2021 | Class A Common Stock | 5,028 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Brine Kevin R C/O DELPHI CAPITAL MANAGEMENT, INC. 590 MADISON AVENUE 30TH FL NEW YORK, NY 10022 | | | | Former director |

Signatures

Chad W. Coulter, Attorney-in-Fact for Kevin R.
Brine 05/17/2012

__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) Disposed of pursuant to the Agreement and Plan of Merger dated as of December 21, 2011 by and among the issuer, Tokio Marine Holdings, Inc. and TM Investment (Delaware) Inc. (the "Merger Agreement"), pursuant to which each of the shares was converted into the right to receive \$43.875 in cash. In addition, pursuant to the terms of the Merger Agreement, a special cash dividend of \$1.00 per share was paid in respect of such shares on May 16, 2012.

(2) Pursuant to the terms of the Merger Agreement, such option, whether or not fully vested, was cancelled in exchange for the right to receive a cash payment equal to the amount by which \$44.875 exceeded the exercise price per share of such option, multiplied by the number of shares of Class A Common Stock underlying such option.

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