FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 OMB Wimber: 3235-0287 (Mimber: 3205-0287) Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1934, may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). State average response Simaled average response (Print or Type Responses) Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 16(b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Symbol S. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person 1 DUIL C. Jerome 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer 2. OTHER IT700, 48 PAR-LA-VILLE ROAD 05/07/2008 Differ (give int	Dill C. Jerom Form 4 May 09, 2008											
Check this box Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to SECURITIES STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ⁺ Dill C. Jerome Symbol VALIDUS HOLDINGS LTD, SUTTE 1790, 48 PAR-LA-VILLE ROAD (Street) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) HAMILTON, DO HM11 (Crev) (State) (Crev) (State) (Crev) (State) (Crev) (State) (Crev) (State) (Crev) (Crev) (State) (Crev) (Crev) (State) (Crev) (Crev) (State) (Crev) (Crev) (State) (Crev) (Crev) (State) (Crev	FORM	1									PPROVAL	
if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Expires: 0005 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1940 (b). Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b). Section 17(a) of the Public Utility Holding Company Act of 1940 (b). (Print or Type Responses) 1. Name and Address of Reporting Person [Dill C. Jerome 2. Issuer Name and Ticker or Trading Symbol S. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) C/O VALIDUS HOLDINGS LTD., SUITE 1790, 48 PAR-LA-VILLE ROAD 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) 		UNITEDS	STATES S					IGE C	COMMISSION	OND	3235-0287	
subject to subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Estimated average burden hours per response 2009 Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). 1935 or Section 1935 or Section 1(b). 0.5 1. Name and Address of Reporting Person 1 (b). 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) PAR-LA-VILLE ROAD 05/07/2008 Image: Company Company EVP and General Counsel Image: Company Company EVP and General Counsel HAMILTON, D0 HM11 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_Form filed by More than One Reporting Person (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of code (D) 6. Monunt (D) Sposed of conselies Person 6. Ownership Form: Direct Indirect Beneficially Owned (Instr. 3) (Month/Day/Year) 3. 4. Securi										Expires:		
Form 4 or Form 5 Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1935 or Section 1940 (Print or Type Responses) 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (I.ast) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) (Last) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person -S. Form like by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired Code (D) 5. Amount of Code (D) 6. Ownership Owned 6. Ownership Form Transaction(A) or Disposed of Code (D) 6. Ownership Code (V Annount (D) Price (Anth/Day/Year) Code V Annount (D) Price 6. Just 4) (Instr. 4)	subject to STATEMENT OF CHA								NERSHIP OF	Estimated a	average	
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1. Name and Address of Reporting Person. 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer Dill C. Jerome 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) C/O VALIDUS HOLDINGS LTD., SUITE 1790, 48 PAR-LA-VILLE ROAD 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) 5. Arean One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, any 5. Amount of Code 6. Ownership 7. Nature of Scurities 1. Tritle of Security (Instr. 3) 2. Transaction Date 2A. Deemed any 3. 4. Securities Acquired Code 5. Amount of Code 6. Ownership 7. Nature of Scurities Beneficially (Instr. 3) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owner dindirect (I) Ownership Following 7. Nature of Scurities (A) Code V Amount 0) Price Code 10. Price 10. Price	Form 5 obligations may continue.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											
Dill C. Jerome Symbol Issuer (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable) C/O VALIDUS HOLDINGS (Month/Day/Year) Director 10% Owner C/O VALIDUS HOLDINGS 05/07/2008	(Print or Type R	lesponses)										
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C/O VALIDUS HOLDINGS LTD., SUITE 1790, 48 PAR-LA-VILLE ROAD 05/07/2008	(Last)	(First) (M	· · ·			nsaction						
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 	LTD., SUIT							X Officer (give title Other (specify below) below)				
Filed(Month/Day/Year) Applicable Line)		(Street)	4	I. If Amer	ndment, Dat	e Original			6. Individual or Jo	oint/Group Filir	1g(Check	
Individuation (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. 4. Securities Acquired Code (D) 5. Amount of Code (D) 6. Ownership Form: Direct Indirect (D) or Beneficially (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (A) or code V Amount (D) Price (A) or code (D) (Instr. 3 and 4) (Instr. 3 and 4) D						r) Applicable Line) _X_ Form filed by One Reporting Person					erson	
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Security (Instr. 3) (Month/Day/Year) Execution Date, if any Transaction(A) or Disposed of Code Securities Form: Direct Indirect (Instr. 3) any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Beneficially (D) or Beneficial (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (A) or Reported Transaction(s) (Instr. 4) (Instr. 4) Code V Amount (D) Price D	(City)	(State) (Zip)	Table	e I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
(1)/(1)/(10) = A + 1/(3)/(A + 5)(1-10)/(9) = A	Security		Execution any	Date, if	Transactio Code (Instr. 8)	n(A) or Dis (D) (Instr. 3, 4	and 5 (A) or	of 5)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
		05/07/2008			А	17,397	А	\$0	109,193	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Dill C. Jerome - Form 4

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. Transacti Code (Instr. 8)	5. Number onof 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. H Der Sec (In:
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options	\$ 21.15	05/07/2008		А	4,863	<u>(1)</u>	05/07/2018	Common Shares	4,863	

Reporting Owners

Reporting Owner Name / Address		Relationships							
		Director	10% Owner	Officer	Other				
Dill C. Jerome C/O VALIDUS HOLDING SUITE 1790, 48 PAR-LA-V HAMILTON, D0 HM11			EVP and General Counsel						
Signatures									
/s/ C. Jerome Dill	05/09/2008								

<u>**</u>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) These options vest ratably over five years beginning on May 7, 2009

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.