THAL BRUCE E Form 4

February 24, 2012

## FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Form 4 or 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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THAL BRUCE E			2. Issuer Name <b>and</b> Ticker or Trading Symbol MEADOWBROOK INSURANCE GROUP INC [MIG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	X_ Director 10% Owner Officer (give title Other (specify			
26255 AMEDICANI DDIVE			(Month/Day/Year)	below) below)			

26255 AMERICAN DRIVE

(Street)

(State)

(Zip)

4. If Amendment, Date Original

02/23/2012

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_Form filed by One Reporting Person \_\_\_ Form filed by More than One Reporting

Person

### SOUTHFIELD, MI 48034

(City)

(City)	(State) (A	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially							lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	l (A) o l of (D	))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) Reported Transact or (Instr. 3		Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/23/2012		A	1,500 (1)	A	\$ 0	67,000	I	See footnote (2)
Common Stock							26,000	I	See footnote (3)
Common Stock							54,000	I	See footnote (4)
Common Stock							2,000	I	See footnote (5)
Common Stock							40,000	D	

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address		Kelationsin	ıps
	D: .	1000	O.CC.

Director 10% Owner Officer Other

THAL BRUCE E
26255 AMERICAN DRIVE X
SOUTHFIELD, MI 48034

## **Signatures**

/s/Michael G. Costello - Attorney-in-fact

02/24/2012

Date

\*\*Signature of Reporting Person

## **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 February 23, 2012, each non-management director received 1,500 shares of stock that vest immediately.
- (2) Shares held in trust by Mr. Thal.
- (3) Shares held in trust by Mr. Thal's spouse.
- (4) Shares held in Dorell Investors partnership.
- (5) Shares held in trust by Mr. Thal's grandnephews.

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.

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