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MEADOWBROOK INSURANCE GROUP INC

Form 4

February 25, 2014

FORM 4

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

OMB 3235-0287 Number:

Estimated average

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

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

2. Issuer Name and Ticker or Trading

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

			Symbol MEADOWBROOK INSURANCE					Issuer				
			GROUP INC [MIG]				ICE	(Check all applicable)				
(Last)			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% OwnerX_ Officer (give title Other (specify				
26255 AME	ERICAN DRIVE	•	02/22/20	•				below) SVP - Bi	below) usiness Develop	ment		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)				
SOUTHFIE	ELD, MI 48034		11100(1110)		,			_X_ Form filed by	One Reporting Pe More than One Re			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Execution any (Month/I			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					p 7. Nature of tt Indirect Beneficial Ownership (Instr. 4)			
				Code V		or (D)	Price	(Instr. 3 and 4)				
Common Stock	02/22/2014			A	11,337 (1)	A	\$0	78,304	D			
Common Stock	02/22/2014			F	3,819 (2)	D	\$ 5.57	74,485	D			
Common Stock								21,688	I	Held under 401(k)		

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form

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

SEC 1474

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	of	Number		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCINTYRE ARCHIE S 26255 AMERICAN DRIVE SOUTHFIELD, MI 48034

SVP - Business Development

Signatures

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

02/25/2014

**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) The shares vest annually over a four year period with one-fifth of the LTIP stock award vesting immediately on February 22, 2014, and one-fifth vesting each February for the subsequent four years.
- (2) Payment of tax liability for the 2010 and 2011 stock awards that vested on February 23, 2014 and the 2012 and 2013 LTIP stock awards that vested on February 22, 2014.

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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