

Nelson John P
Form 4
July 27, 2018

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 *
Nelson John P

(Last) (First) (Middle)

10375 PROFESSIONAL CIRCLE

(Street)

RENO, NV 89521

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Employers Holdings, Inc. [EIG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2018

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)
EVP, Chief Admin Officer

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 (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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 | 07/26/2018 | | M | | 2,275 A \$ 20.87 | 20,434 | D |
| Common Stock, par value \$0.01 | 07/26/2018 | | M | | 1,700 A \$ 24.2 | 22,134 | D |
| Common Stock, par value \$0.01 | 07/26/2018 | | M | | 3,723 A \$ 27.72 | 25,857 | D |

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| | | | | | | | | |
|---|------------|---|---------------------|---|-------|------------|---|---|
| Common Stock, par value \$0.01 | 07/26/2018 | S | <u>1,700</u> (1) | D | \$ 44 | 24,157 | D | |
| Common Stock, par value \$0.01 | 07/26/2018 | S | <u>5,998</u> (1) | D | \$ 45 | 18,159 | D | |
| Common Stock, par value \$0.01 | | | | | | 54,200 (2) | I | John P. Nelson and Shelli-Marie Nelson Family Trust |

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.

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(9-02)

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. Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 20.87 | 07/26/2018 | | M | <u>2,275</u> (1) | <u>(3)</u> 03/11/2021 | Common Stock, par value \$0.01 | 2,275 | |
| Employee Stock Option (right to buy) | \$ 24.2 | 07/26/2018 | | M | <u>1,700</u> (1) | <u>(3)</u> 03/10/2022 | Common Stock, par value \$0.01 | 1,700 | |
| Employee Stock Option | \$ 27.72 | 07/26/2018 | | M | <u>3,723</u> (1) | <u>(3)</u> 03/14/2023 | Common Stock, par value | 3,723 | |

(right to
buy)

\$0.01

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nelson John P 10375 PROFESSIONAL CIRCLE RENO, NV 89521 | | | EVP, Chief Admin Officer | |

Signatures

/s/ John P.
Nelson

07/26/2018

__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 options exercised were part of a 10b5-1 plan filed by the officer.
 - (2) Includes 642 shares of Common Stock previously reported as directly owned.
 - (3) The option is fully vested and immediately exercisable.

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