

JAMES RIVER GROUP, INC

Form 4

December 04, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZECH JAMES L

2. Issuer Name **and** Ticker or Trading
Symbol
JAMES RIVER GROUP, INC
[JRVV]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
300 MEADOWMONT VILLAGE
CIRCLE, SUITE 333

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(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

CHAPEL HILL, NC 27517

(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) |
|--|---|---|---|---|--|--|---|
| Common Stock, par value \$0.01 per share | 11/30/2006 | | S | 1,530 D \$ 34 (1) | 153,470 | I | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | 11/30/2006 | | S | 541 D \$ 33.95 (1) | 152,929 | I | By Northaven Management, Inc. (1) |
| | 11/30/2006 | | S | 2,100 D | 150,829 | I | |

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| | | | | | | | | |
|--|------------|---|-------|---|---------------------------|---------|---|--|
| Common Stock, par value \$0.01 per share | | | | | \$ 33.9 <u>(1)</u> | | | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 100 | D | \$ 33.88 <u>(1)</u> | 150,729 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 543 | D | \$ 33.86 <u>(1)</u> | 150,186 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 8,163 | D | \$ 33.85 <u>(1)</u> | 142,023 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 500 | D | \$ 33.83 <u>(1)</u> | 141,523 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 5,557 | D | \$ 33.82 <u>(1)</u> | 135,966 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 150 | D | \$ 33.81 <u>(1)</u> | 135,816 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 1,762 | D | \$ 33.8 <u>(1)</u> | 134,054 | I | By Northaven Management, Inc. <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 43 | D | \$ 33.75 <u>(1)</u> | 134,011 | I | By Northaven Management, Inc. <u>(1)</u> |
| | 11/30/2006 | S | 50 | D | | 133,961 | I | |

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| | | | | | | | | |
|--|------------|---|-----|---|--------------------|-----------|---|--|
| Common Stock, par value \$0.01 per share | | | | | \$ 33.69 (1) | | | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 299 | D | \$ 33.65 (1) | 133,662 | I | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 100 | D | \$ 33.64 (1) | 133,562 | I | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 912 | D | \$ 33.6 (1) | 132,650 | I | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | 11/30/2006 | S | 350 | D | \$ 33.59 (1) | 132,300 | I | By Northaven Management, Inc. (1) |
| Common Stock, par value \$0.01 per share | | | | | | 129,960 | D | |
| Common Stock, par value \$0.01 per share | | | | | | 276,753 | I | By High Ridge Capital Partners II, L.P. |
| Common Stock, par value \$0.01 per share | | | | | | 1,883,590 | I | By HRWCP I, L.P. |

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

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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZECH JAMES L
300 MEADOWMONT VILLAGE CIRCLE
SUITE 333
CHAPEL HILL, NC 27517

X X

Signatures

/s/ E. Caperton Lauver,
Attorney-in-Fact

12/04/2006

__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).

The shares of common stock are held for the accounts of four private investment funds for which Northaven Management, Inc. acts as the
(1) investment manager. Mr. Zech is an executive employee of Northaven Management, Inc. and acquired a profit participation interest in
Northaven Management, Inc. commencing on January 1, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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