

ROSENKRANZ ROBERT

Form 4

March 12, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENKRANZ ROBERT

2. Issuer Name **and** Ticker or Trading
Symbol
DELPHI FINANCIAL GROUP
INC/DE [DFG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
590 MADISON AVENUE, 30TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2010

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

(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

NEW YORK, NY 10022

(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)
Class A Common Stock	03/10/2010		J ⁽¹⁾	49,346 D <u>(2)</u>	63,635	I	By limited liability company
Class A Common Stock	03/10/2010		J ⁽³⁾	49,346 A <u>(2)</u>	49,346	I	By Rosenkranz & Company, L.P.
Class A Common Stock	03/10/2010		J ⁽⁴⁾	15,435 D <u>(2)</u>	33,911	I	By Rosenkranz & Company, L.P.

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Class A Common Stock	03/11/2010	J ⁽⁴⁾	33,911	D	<u>2</u>	0	I	By Rosenkranz & Company, L.P.
Class A Common Stock						8,191	D	
Class A Common Stock						200,000	I ⁽⁵⁾	By corporation

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				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
ROSENKRANZ ROBERT 590 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X X Chairman & CEO

Signatures

Chad W. Coulter, Attorney-in-Fact for Robert
Rosenkranz 03/12/2010

 **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) Contribution of shares to Rosenkranz & Company, L.P., a limited partnership ("R&Co"), by its general partner, a limited liability company beneficially owned by the reporting person (the "GP").

(2) Not applicable.

(3) Receipt by R&Co of shares as contribution from the GP.

(4) Distributions by R&Co of shares to partners.

(5) The reporting person may be deemed to be the beneficial owner of the securities owned by the closely-held corporation based upon the discretionary authority of an affiliate of the reporting person over the assets of such corporation, as well as the indirect ownership by various affiliates of the reporting person of shares of such corporation. The reporting person disclaims beneficial ownership in all of such securities to the extent that he does not have a pecuniary interest therein.

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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