

FOOS JOHN G
Form 3
March 08, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â FOOS JOHN G
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
03/06/2012

3. Issuer Name and Ticker or Trading Symbol
ALLEGHANY CORP /DE [Y]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O ALLEGHANY CORPORATION,Â 7 TIMES SQUARE TOWER, 17TH FLOOR
(Street)

(Check all applicable)

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

NEW YORK,Â NYÂ 10036
(City) (State) (Zip)

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 648 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FOOS JOHN G
 C/O ALLEGHANY CORPORATION
 7 TIMES SQUARE TOWER, 17TH FLOOR
 NEW YORK, NY 10036

Â X Â Â Â

Signatures

/s/ Christopher K. Dalrymple, as attorney-in-fact

03/08/2012

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares acquired by the reporting person in connection with the consummation of the merger (the "Merger") contemplated by the Agreement and Plan of Merger, dated as of November 20, 2011, by and among Alleghany Corporation, Shoreline Merger Sub, Inc. (formerly, Shoreline Merger Sub, LLC) and Transatlantic Holdings, Inc. (the "Merger Agreement"). At the effective time of the Merger, which occurred on March 6, 2012, the reporting person held 3,500 shares of Transatlantic Holdings, Inc. common stock, which were automatically converted into the right to receive 648 shares of Alleghany common stock pursuant to the proration formula prescribed in the Merger Agreement.

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.