Edgar Filing: MEADOWBROOK INSURANCE GROUP INC - Form 4

MEADOWBROOK INSURANCE GROUP INC

Form 4 March 06, 2006

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COSTELLO MICHAEL G			2. Issuer Name an Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			MEADOWBRO GROUP INC [N	OOK INSURANCE MIG]	(Check al	l applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest (Month/Day/Year)	Fransaction	DirectorX Officer (give title				
26255 AM	ERICAN DRI	VE	03/02/2006		below) SVP-General (below) Counsel, Secretary			
	(Street)		4. If Amendment, I	Date Original	6. Individual or Joint/	Group Filing(Check			
			Filed(Month/Day/Ye	ar)	Applicable Line) _X_ Form filed by One	1 0			
SOUTHFI	ELD, MI 4803	4			Form filed by More Person	than One Reporting			
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acc	quired, Disposed of, or	Beneficially Owned			
1.Title of	2. Transaction	Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of 6.	7. Nature			

	(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
	Common Stock	03/02/2006		S	20,000	D	\$ 6.6	10,559	D	
	Common Stock	03/02/2006		M	10,000	A	\$ 3.507	20,559	D	
	Common Stock	03/03/2006		S	10,000	D	\$ 6.6	10,559	D	
	Common Stock	03/06/2006		S	10,000	D	\$ 6.68	559	D	

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.173						02/21/2003	02/21/2008	Common Stock	7,950
Employee Stock Option (right to buy)	\$ 3.507	03/02/2006		M		10,000	06/04/2002	06/04/2007	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 16.26						01/01/1999	01/01/2009	Common Stock	7,500
Employee Stock Option (right to buy)	\$ 24.6875						01/01/1998	01/01/2008	Common Stock	4,500
Employee Stock Option (right to buy)	\$ 22.71						01/01/1997	01/01/2007	Common Stock	3,356
Employee Stock Option (right to	\$ 3.066						05/28/2002	05/28/2007	Common Stock	5,300

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COSTELLO MICHAEL G 26255 AMERICAN DRIVE SOUTHFIELD, MI 48034

SVP-General Counsel, Secretary

Signatures

/s/ Robert S. Cubbin Attorney-in-fact 03/06/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).