

Flagstone Reinsurance Holdings Ltd

Form 4

December 10, 2008

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 *
SWAYNE GUY

2. Issuer Name **and** Ticker or Trading
Symbol
Flagstone Reinsurance Holdings Ltd
[FSR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
FLAGSTONE REINSURANCE
HOLDINGS
LIMITED, CRAWFORD HOUSE,
23 CHURCH STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CEO - FLAGSTONE RE SUISSE SA

(Street)
HAMILTON, D0 HM 11

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
			Code	V	Amount	(D)	Price

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)**

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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 Underlying (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		J ⁽²⁾	381,700	⁽³⁾ ⁽⁴⁾	Com Sh
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A	159,796	01/01/2011 ⁽⁷⁾ 04/01/2011 ⁽⁸⁾	Com Sh
Performance Share Units	\$ 0 ⁽¹⁾	12/08/2008		A	159,796	01/01/2012 ⁽⁷⁾ 04/01/2012 ⁽⁸⁾	Com Sh

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWAYNE GUY FLAGSTONE REINSURANCE HOLDINGS LIMITED CRAWFORD HOUSE, 23 CHURCH STREET HAMILTON, D0 HM 11			CEO - FLAGSTONE RE SUISSE SA	

Signatures

/s/ Jean-Paul Dyer by power of attorney
12/10/2008

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).
- Vesting of Performance Share Units ("PSUs") is contingent upon the reporting person's continued employment with Flagstone Reinsurance Holdings Limited (the "Company") and the Company meeting certain fully diluted return-on-equity ("FDROE") goals. Upon vesting, the PSU holder is entitled to receive a number of common shares of the Company (or the cash equivalent, at the election of the
- (1) Company) equal to the product of the number of PSUs granted multiplied by a factor based on the Company's FDROE during the vesting period. The factor with respect to the PSUs to be cancelled (see note (2) below) ranged between zero and two, depending on the FDROE achieved during the vesting period. The factor with respect to the current PSUs granted (see note (5) below) will range between 0.5 and 1.5, depending on the FDROE achieved during the vesting period.
- The Compensation Committee of the Board of Directors of the Company reviews its assumptions in relation to the PSUs on a quarterly basis. At a meeting of the Compensation Committee of the Board of Directors on November 13, 2008, the members of the Compensation
- (2) Committee voted to cancel the PSUs previously granted to Mr. Swayne in light of the Company's current FDROE estimates, subject to receiving Mr. Swayne's consent. On December 8, 2008, Mr. Swayne consented to this cancellation and the PSUs previously granted were cancelled.
- (3) The total PSUs held by Mr. Swayne were granted under different series, with different vesting contingencies, as described in note 1 above. Subject to the contingencies described in note 1 above and the other terms and conditions of the issuer's PSU Plan, 105,000 of these shares would have vested on December 31, 2008; 130,000 of these shares would have vested on December 31, 2009 and 146,700 of

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these shares would have vested on December 31, 2010.

Assuming the Company would settle these PSUs within three months of the vesting date, 105,000 of these shares would have expired on March 31, 2009; 130,000 of these shares would have expired on March 31, 2010 and 146,700 of these shares would have expired on March 31, 2011.

- (5) Represents the mid-point of the vesting range described in note 1 above for these PSUs.
- (6) The PSU grants are held in trust for the benefit of others, and Mr. Swayne disclaims beneficial ownership of PSUs held in trust.
- (7) These PSUs would vest, subject to the contingencies described in note 1 above and the other terms and conditions of the issuer's PSU Plan, on the date shown.
- (8) Assumes the issuer will settle these PSUs within three months of the vesting date.

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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