

HCC INSURANCE HOLDINGS INC/DE/
Form 4
May 21, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIS EDWARD H JR

2. Issuer Name and Ticker or Trading Symbol
HCC INSURANCE HOLDINGS INC/DE/ [HCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President & CFO

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

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 | | |
| Common Stock | | | | | 375 | I | By Wife |
| Common Stock | | | | | 1,125 | D | |
| Common Stock | 05/17/2007 | | M | 58,125 A | \$ 17.92 59,250 | D | |
| Common Stock | 05/17/2007 | | S | 58,125 D | \$ 32.7302 1,125 | D | |
| Common Stock | 05/18/2007 | | M | 16,875 A | \$ 17.92 18,000 | D | |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Purchase <u>(1)</u> | \$ 17.92 | 05/17/2007 | | M | | 58,125 | <u>(2)</u> 10/01/2007 | Common Stock | 75,000 |
| Option to Purchase <u>(1)</u> | \$ 17.92 | 05/18/2007 ⁽³⁾ | | M | | 16,875 | <u>(2)</u> 10/01/2007 | Common Stock | 75,000 |
| Option to Purchase <u>(4)</u> | \$ 18.33 | | | | | | <u>(5)</u> 01/24/2008 | Common Stock | 150,000 |
| Option to Purchase <u>(4)</u> | \$ 15.65 | | | | | | <u>(6)</u> 07/22/2008 | Common Stock | 37,500 |
| Option to Purchase <u>(4)</u> | \$ 16.8 | | | | | | <u>(7)</u> 01/03/2009 | Common Stock | 37,500 |
| Option to Purchase <u>(8)</u> | \$ 28.53 | | | | | | <u>(9)</u> 09/28/2011 | Common Stock | 100,000 |
| Option to Purchase <u>(8)</u> | \$ 33.18 | | | | | | <u>(10)</u> 04/10/2011 | Common Stock | 50,000 |
| Option to Purchase <u>(8)</u> | \$ 31.92 | | | | | | <u>(11)</u> 05/09/2011 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ELLIS EDWARD H JR | X | | Executive Vice President & CFO | |

Signatures

Edward H. Ellis,
Jr. 05/21/2007

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) Option to purchase granted pursuant to the 1995 Flexible Incentive Plan.
- (2) The options vest equally annually over a 3 year period beginning 10/01/98 at 25,000 shares per year.
- (3) Same grant of 75,000 options as above. Being listed twice due to different transaction dates.
- (4) Option to purchase granted pursuant to the 2001 Flexible Incentive Plan.
- (5) The options vest equally annually over a 5 year period beginning 01/24/03 at 30,000 shares per year.
- (6) The options vest equally annually over a 5 year period beginning 07/22/03 at 7,500 shares per year.
- (7) The options vest equally annually over a 5 year period beginning 01/03/04 at 7,500 shares per year.
- (8) Option to purchase granted pursuant to the 2004 Flexible Incentive Plan.
- (9) The options vest equally annually over a 4 year period beginning 09/28/06 at 25,000 shares per year.
- (10) The options vest over a 3 year period at 16,667, 16,666 and 16,667 each year respectively beginning 04/10/07.
- (11) The options vest over a 3 year period at 16,667, 16,666 and 16,667 each year respectively beginning 12/31/07.

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.