

Greenberg Jeffrey W.
Form 4
June 30, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Greenberg Jeffrey W.

(Last) (First) (Middle)

535 MADISON AVENUE, 24TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VALIDUS HOLDINGS LTD [VR]

3. Date of Earliest Transaction (Month/Day/Year)
06/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Common Shares	06/26/2008		P		18,551	A	\$ 20.22 (1)
					4,420,227	I	(2)
Common Shares	06/26/2008		P		10,349	A	\$ 20.22 (1)
					2,465,815	I	(2)
Common Shares	06/30/2008		P		193	A	\$ 20.9
					4,420,420	I	
Common Shares	06/30/2008		P		107	A	\$ 20.9
					2,465,922	I	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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
Greenberg Jeffrey W. 535 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10022	X	X		
AQUILINE CAPITAL PARTNERS LLC 535 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10022		X		
AQUILINE HOLDINGS LLC 535 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10022		X		
AQUILINE HOLDINGS LP 535 MADISON AVENUE 24TH FLOOR NEW YORK, NY 10022		X		
		X		

AQUILINE HOLDINGS GP INC.
535 MADISON AVENUE
24TH FLOOR
NEW YORK, NY 10022

Signatures

Jeffrey W. Greenberg; by John Schuster, as his Attorney-in-Fact	06/30/2008
__Signature of Reporting Person	Date
Aquiline Capital Partners LLC; by Aquiline Holdings LP, as its managing member; by Aquiline Holdings GP Inc., as its general partner; by Jeffrey W. Greenberg, as its sole stockholder; by John Schuster, as his Attorney-in-Fact	06/30/2008
__Signature of Reporting Person	Date
Aquiline Holdings LLC; by Aquiline Holdings LP, as its managing member; by Aquiline Holdings GP Inc., as its general partner; by Jeffrey W. Greenberg, as its sole stockholder; by John Schuster, as his Attorney-in-Fact	06/30/2008
__Signature of Reporting Person	Date
Aquiline Holdings LP; by Aquiline Holdings GP Inc., as its general partner; by Jeffrey W. Greenberg, as its sole stockholder; by John Schuster, as his Attorney-in-Fact	06/30/2008
__Signature of Reporting Person	Date
Aquiline Holdings GP Inc.; by Jeffrey W. Greenberg, as its sole stockholder; by John Schuster, as his Attorney-in-Fact	06/30/2008
__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).
- (1) This price represents the weighted average price per share of purchases that were executed at prices ranging from \$20.10 to \$20.35 per share. The Reporting Persons undertake to provide, upon request by the Securities Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each price.
 - (2) This number reflects a transfer of 86,138 shares from Aquiline Financial Services Fund L.P. to Aquiline Financial Services Fund (Offshore) L.P.
 - (3) These shares are held by Aquiline Financial Services Fund L.P.
 - (4) These shares are held by Aquiline Financial Services Fund (Offshore) L.P.
 - (5) Aquiline Capital Partners LLC is the investment manager of each of Aquiline Financial Services Fund L.P. and Aquiline Financial Services Fund (Offshore) L.P. Aquiline Holdings LLC is the sole member of Aquiline Capital Partners LLC. Aquiline Holdings LP is the sole member of Aquiline Holdings LLC. Aquiline Holdings GP Inc. is the general partner of Aquiline Holdings LP. Jeffrey W. Greenberg is the sole stockholder of Aquiline Holdings GP Inc. and is a managing principal of Aquiline Capital Partners LLC.

Remarks:

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting 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.