#### Edgar Filing: FLEISHMAN JOEL LAWRENCE - Form 4

#### FLEISHMAN JOEL LAWRENCE

Form 4

August 16, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* FLEISHMAN JOEL LAWRENCE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

1414 RALEIGH ROAD, SUITE 415

(Street)

James River Group, INC [JRVR]

(Check all applicable)

(Last) (First)

(Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

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

08/12/2005

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CHAPEL HILL, NC 27517

per share

(City)	(State)	Zip) Table	e I - Non-Do	erivative S	ecuriti	ies Acq	uired, Disposed o	of, or Beneficial	ly 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. Securition(A) or Dis (D) (Instr. 3, 4)	sposed	of	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)
Common Stock, par value \$0.01 per share	08/12/2005		C	16,347 (1)	A	(2)	17,347	D (3)	
Common Stock, par value \$0.01	08/12/2005		P	6,000	A	\$ 18	23,347	D (3)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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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. Transactio Code (Instr. 8)	5. Number proof 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
Series A Convertible Preferred Stock	(2)	08/12/2005		С	220	<u>(4)</u>	<u>(4)</u>	Common Stock	4,400 (5)
Series B Convertible Preferred Stock	(2)	08/12/2005		C	1,000	<u>(4)</u>	<u>(4)</u>	Common Stock	10,000 (5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FLEISHMAN JOEL LAWRENCE 1414 RALEIGH ROAD, SUITE 415 CHAPEL HILL, NC 27517	X					

## **Signatures**

/s/ E. Caperton Thomas,
Attorney-in-Fact
08/16/2005

\*\*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) Reflects the conversion of all of the reporting person's preferred stock into Common Stock plus accrued dividends paid in Common Stock.
- (2) Price not applicable to conversion of preferred stock into Common Stock.
- (3) The amount of shares of Common Stock reported herein includes 1,000 shares owned indirectly by the reporting person in the Joel L. Fleishman Revocable Trust.

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- (4) All of the reporting person's Series A and Series B Convertible Preferred Stock was converted into Common Stock immediately prior to the closing of the issuer's initial public offering.
- (5) Reflects a 10-for-1 stock split effected immediately prior to the closing of the issuer's initial public offering.

#### **Remarks:**

Ms. E. Caperton Thomas was granted power of attorney to sign Form 4 on behalf of Mr. Fleishman.

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.