

Kirby Jefferson  
Form 5  
February 05, 2019

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Kirby Jefferson  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
ALLEGHANY CORP /DE [Y]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

ALLEGHANY CORPORATION, 1411 BROADWAY, 34TH FLOOR  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2018

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10018  
  
(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |
| Common Stock                    | 06/04/2018                           | ^  | G <sup>(1)</sup>               | 17,775 A \$ 0   | 77,016   | D  | ^                                 |
| Common Stock                    | 10/16/2018                           | ^  | G <sup>(1)</sup>               | 8,887 A \$ 0  | 85,903   | D  | ^                                 |
| Common Stock                    | 06/04/2018                           | ^  | G <sup>(1)</sup>               | 118,510 D \$ 0  | 277,602  | I  | Held by trusts w. reporting       |

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|              |            |   |                        |        |   |      |         |   |  |
|--------------|------------|---|------------------------|--------|---|------|---------|---|--|
| Common Stock | 10/16/2018 | Â | <u>G<sup>(1)</sup></u> | 59,253 | D | \$ 0 | 218,349 | I | person as co-trustee and beneficiary<br>Held by trusts w. reporting person as co-trustee and beneficiary |
| Common Stock | 06/04/2018 | Â | <u>G<sup>(1)</sup></u> | 11,850 | A | \$ 0 | 11,850  | I | Held by trust w. reporting person as co-trustee and beneficiaries as reporting person's descendants      |
| Common Stock | 10/16/2018 | Â | <u>G<sup>(1)</sup></u> | 5,925  | A | \$ 0 | 17,775  | I | Held by trust w. reporting person as co-trustee and beneficiaries as reporting person's descendants      |
| Common Stock | 06/04/2018 | Â | <u>G<sup>(1)</sup></u> | 14,224 | A | \$ 0 | 14,224  | I | Held by trusts w. reporting person as sole trustee and beneficiaries as reporting person's children      |
| Common Stock | 07/17/2018 | Â | <u>G<sup>(2)</sup></u> | 1,778  | D | \$ 0 | 12,446  | I | Held by trusts w. reporting person as sole trustee and beneficiaries as reporting person's               |

|              |            |   |                  |       |   |      |        |   |   |
|--------------|------------|---|------------------|-------|---|------|--------|---|---|
| Common Stock | 10/16/2018 | Â | G <sup>(1)</sup> | 7,112 | A | \$ 0 | 19,558 | I | children<br>Held by trusts w. reporting person as sole trustee and beneficiaries as reporting person's children |
| Common Stock | 10/18/2018 | Â | G <sup>(2)</sup> | 888   | D | \$ 0 | 18,670 | I | Held by trusts w. reporting person as sole trustee and beneficiaries as reporting person's children             |
| Common Stock | Â          | Â | Â                | Â     | Â | Â    | 27,586 | I | Held by trust w. reporting person as sole trustee and beneficiary   |
| Common Stock | Â          | Â | Â                | Â     | Â | Â    | 19     | I | Held by reporting person's spouse   |
| Common Stock | Â          | Â | Â                | Â     | Â | Â    | 364    | I | Held by reporting person's children sharing the same household  |

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

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SEC 2270 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. of D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|

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| (Instr. 3) | Price of<br>Derivative<br>Security | (Month/Day/Year)    | (Instr. 8)         | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Securities<br>(Instr. 3 and 4)         | (Instr. 5) | (Instr. 5) | (Instr. 5) |
|------------|------------------------------------|---------------------|--------------------|---|--|------------|------------|------------|
| (A)        | (D)                                | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |            |            |            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Kirby Jefferson<br>ALLEGHANY CORPORATION<br>1411 BROADWAY, 34TH FLOOR<br>NEW YORK, NY 10018 | X             | X         | X       | X     |

## Signatures

/s/ Stela Burghart,  
Attorney-in-Fact

02/05/2019

\*\*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) Distribution by trust of which the reporting person is co-trustee to beneficiaries.
- (2) Distribution by trust of which the reporting person is sole trustee to beneficiaries.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.