

JAMES RIVER GROUP, INC

Form 4

December 05, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TRIDENT II L P

(Last) (First) (Middle)

C/O MAPLES & CALDER,
UGLAND HOUSE, BOX 309,
SOUTH CHURCH STREET

(Street)

GEORGE TOWN, GRAND
CAYMAN, E9 BWI

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
JAMES RIVER GROUP, INC
[JRVV]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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 Stock	12/01/2006		S		2,317	D \$ 33	2,776,771 ⁽¹⁾ ₍₂₎ D
Common Stock	12/01/2006		S		2,021	D \$ 32.75	2,774,750 ⁽¹⁾ ₍₂₎ D
Common Stock	12/01/2006		S		14,362	D \$ 32.5	2,760,388 ⁽¹⁾ ₍₂₎ D
Common Stock	12/01/2006		S		200	D \$ 32.54	2,760,188 ⁽¹⁾ ₍₂₎ D

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Common Stock	12/01/2006	S	100	D	\$ 32.61	2,760,088 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/01/2006	S	200	D	\$ 32.67	2,759,888 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/01/2006	S	100	D	\$ 32.66	2,759,788 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/01/2006	S	600	D	\$ 32.63	2,759,188 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/01/2006	S	100	D	\$ 32.52	2,759,088 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	2,500	D	\$ 33.2825	2,756,588 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	1,700	D	\$ 33.5813	2,754,888 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	400	D	\$ 33.5618	2,754,488 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	1,406	D	\$ 33.5001	2,753,082 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	2,800	D	\$ 33.5555	2,750,282 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	2,100	D	\$ 33.6	2,748,182 ⁽¹⁾ <u>(2)</u>	D
Common Stock	12/04/2006	S	5,100	D	\$ 33.75	2,743,082 ⁽¹⁾ <u>(2)</u>	D
Common Stock						32,791 ⁽¹⁾ ⁽³⁾	D
Common Stock						75,379 ⁽¹⁾ ⁽⁴⁾	D

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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIDENT II L P C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		
TRIDENT CAPITAL II LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		
MARSH & MCLENNAN CAPITAL PROFESSIONALS FUND LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		
MARSH & MCLENNAN EMPLOYEES SECURITIES CO LP C/O MAPLES & CALDER, UGLAND HOUSE BOX 309, SOUTH CHURCH STREET GEORGE TOWN, GRAND CAYMAN, E9 BWI		X		

Signatures

Trident II, L.P.; By: Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David J. Wermuth, member	12/05/2006
_____ **Signature of Reporting Person	Date
Trident Capital II, L.P.; By: DW Trident GP, LLC; By: David J. Wermuth, member	12/05/2006
_____ **Signature of Reporting Person	Date
Marsh & McLennan Capital Professionals Fund, L.P.; By: Stone Point GP Ltd.; By: David J. Wermuth, director	12/05/2006
_____ **Signature of Reporting Person	Date
Marsh & McLennan Employees' Securities Company, L.P.; By: Marsh & McLennan GP I, Inc.; By: Stone Point Capital LLC, as agent and attorney-in-fact; By: David J. Wermuth, principal	12/05/2006
_____ **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 filing relates to shares of Common Stock of James River Group, Inc. ("JRVR"). Trident II, L.P. ("Trident") is making this joint filing on Form 4 on its behalf and on behalf of Trident Capital II, L.P. ("Trident GP"), Marsh & McLennan Capital Professionals Fund, L.P. ("CPF") and Marsh & McLennan Employees' Securities Company, L.P. ("ESC"). Trident, CPF and ESC have agreed that they will coordinate the timing of the sale of shares of Common Stock of JRVR.

(2) Trident GP is the sole general partner of Trident. The general partners of Trident GP are four single member limited liability companies that are owned by individuals who are members of Stone Point Capital LLC, which serves as the investment manager of Trident and CPF. Each of the single member limited liability companies that acts as a general partner of Trident GP disclaims beneficial ownership of shares of JRVR that are, or may be deemed to be, beneficially owned by Trident, other than shares in which they may be deemed to have a pecuniary interest. Trident disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by CPF and ESC.

(3) Stone Point GP Ltd., a company owned by certain individuals who are members of Stone Point Capital LLC, is the sole general partner of CPF. CPF disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and ESC.

(4) Marsh & McLennan GP I, Inc., a subsidiary of Marsh & McLennan Companies, Inc., is the sole general partner of ESC. ESC disclaims beneficial ownership of shares that are, or may be deemed to be, beneficially owned by Trident and CPF.

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.