

UNIVERSAL INSURANCE HOLDINGS, INC.

Form 4

February 08, 2010

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 *

UNIVERSAL INSURANCE
HOLDINGS, INC.

(Last) (First) (Middle)

1110 W. COMMERCIAL
BLVD., SUITE 100

(Street)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

UNIVERSAL INSURANCE
HOLDINGS, INC. [UVE]

3. Date of Earliest Transaction

(Month/Day/Year)

02/04/2010

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)
Sean P. Downes / Sr. V.P. and COO

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 Ownership (Instr. 4)
Common Stock	02/04/2010		A	Amount 300,000 (1)	(A) or (D) Price \$ 0 2,237,490 (2)	D	

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
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 o Number o Shares
Option to Purchase Common Stock ⁽³⁾	\$ 5.84	02/04/2010		A		350,000		<u>(4)</u>	02/02/2015	Common Stock	350,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNIVERSAL INSURANCE HOLDINGS, INC. 1110 W. COMMERCIAL BLVD. SUITE 100 FORT LAUDERDALE, FL 33309	X		Sean P. Downes	Sr. V.P. and COO

Signatures

/s/ Sean P.
Downes 02/08/2010

^{**}Signature of Date
Reporting Person

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) (1) The restricted shares will vest as follows: (a) 100,000 shares vest on February 2, 2011; (b) 100,000 shares vest on February 2, 2012; and (c) 100,000 shares vest on February 2, 2013.
- (2) (2) Table I does not include option holdings and other derivative securities which may have been included in prior Form 4s for Mr. Downes, which are now included in Table II.
- (3) (3) Option was granted in connection with a Non-Qualified Stock Option Agreement by and between the Company and Mr. Downes, dated as of February 4, 2010.
- (4) (4) The options will vest as follows: (a) 150,000 shares vest immediately on grant date, February 2, 2010; (b) 100,000 shares vest on February 2, 2011; and (c) 100,000 shares vest on February 2, 2012.

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.