



**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase <sup>(1)</sup>	\$ 26.56					<sup>(2)</sup>	10/01/2007	Common Stock	50,000
Option to Purchase <sup>(3)</sup>	\$ 20.39					<sup>(4)</sup>	07/22/2008	Common Stock	25,000
Option to Purchase <sup>(3)</sup>	\$ 24.92					<sup>(5)</sup>	01/03/2009	Common Stock	25,000
Option to Purchase <sup>(3)</sup>	\$ 25.2	05/10/2005		M	60,000	<sup>(6)</sup>	01/24/2008	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIS EDWARD H JR	X		Executive Vice President & CFO	

## Signatures

Christopher L. Martin as Attorney-in-Fact for Edward H. Ellis, Jr. 05/12/2005

\*\*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) Option to purchase granted pursuant to 1995 Flexible Incentive Plan.
- (2) The options vest over a 36-month period, the aggregate number of shares purchasable as follows: 10/01/98 - 16,666; 10/01/99 - 33,333; 10/01/00 - 50,000.
- (3) Option to purchase granted pursuant to 2001 Flexible Incentive Plan.

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- (4) The options vest equally over a 60-month period, annually, beginning 07/22/03.
- (5) The options vest equally over a 60-month period, annually, beginning 01/03/04.
- (6) The options vest over a 60-month period, the aggregate number of shares purchasable as follows: 01/24/03 - 20,000; 01/24/04 - 40,000; 01/24/05 - 60,000; 01/24/06 - 80,000; 01/24/07 - 100,0000.

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.