

FLEISHMAN JOEL LAWRENCE  
 Form 4  
 August 16, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol  
**James River Group, INC [JRVR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1414 RALEIGH ROAD, SUITE 415**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/12/2005**

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

**CHAPEL HILL, NC 27517**

(City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	08/12/2005		C		16,347 (1)	A	(2) 17,347
Common Stock, par value \$0.01 per share	08/12/2005		P		6,000	A	\$ 18 23,347

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)



## Edgar Filing: FLEISHMAN JOEL LAWRENCE - Form 4

- (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.