

JAMES RIVER GROUP, INC
 Form 4
 December 04, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 ZECH JAMES L

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)

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

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

300 MEADOWMONT VILLAGE CIRCLE, SUITE 333

(Street)

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

CHAPEL HILL, NC 27517

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock, par value \$0.01 per share	12/01/2006		S	200	D	\$ 32.41 (1)	132,100	I	By Northaven Management, Inc. (1)
Common Stock, par value \$0.01 per share	12/01/2006		S	400	D	\$ 32.42 (1)	131,700	I	By Northaven Management, Inc. (1)
	12/01/2006		S	100	D		131,600	I	

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Common Stock, par value \$0.01 per share					\$ 32.45 <u>(1)</u>				By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	293	D	\$ 32.46 <u>(1)</u>	131,307	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	6,249	D	\$ 32.5 <u>(1)</u>	125,058	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	87	D	\$ 32.51 <u>(1)</u>	124,971	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	359	D	\$ 32.74 <u>(1)</u>	124,612	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	6,296	D	\$ 32.75 <u>(1)</u>	118,316	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	297	D	\$ 32.82 <u>(1)</u>	118,019	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	103	D	\$ 32.83 <u>(1)</u>	117,916	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	300	D	\$ 32.84 <u>(1)</u>	117,616	I		By Northaven Management, Inc. <u>(1)</u>
	12/01/2006	S	100	D		117,516	I		

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Common Stock, par value \$0.01 per share					\$ 32.9 <u>(1)</u>				By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	2,316	D	\$ 33 <u>(1)</u>	115,200	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	89	D	\$ 33.45 <u>(1)</u>	115,111	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share	12/01/2006	S	111	D	\$ 33.46 <u>(1)</u>	115,000	I		By Northaven Management, Inc. <u>(1)</u>
Common Stock, par value \$0.01 per share						129,960	D		
Common Stock, par value \$0.01 per share						276,753	I		By High Ridge Capital Partners II, L.P.
Common Stock, par value \$0.01 per share						1,883,590	I		By HRWCP I, L.P.

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	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. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 5)	Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZECH JAMES L 300 MEADOWMONT VILLAGE CIRCLE SUITE 333 CHAPEL HILL, NC 27517	X	X		

Signatures

/s/ E. Caperton Lauver,
Attorney-in-Fact

**Signature of Reporting Person

12/04/2006

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).

The shares of common stock are held for the accounts of four private investment funds for which Northaven Management, Inc. acts as the investment manager. Mr. Zech is an executive employee of Northaven Management, Inc. and acquired a profit participation interest in Northaven Management, Inc. commencing on January 1, 2006.

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.