## Edgar Filing: DICKSON THOMAS - Form 4

April 30, 2010  FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION (MB APPROVA MMB (Mombre) (MB (MB (Mombre) (MB	DICKSON T	HOMAS									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVA Mombre: 3235- Section 16.         Check this box if no longer born 4 or Form 5 form 1 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Statement Form 2 on Form 3 of Form 3 of Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, obligations may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b).       Statement Form 3 of Filed pursuant to Section 16(a) of the Investment Company Act of 1935, Section 17(a) of the Public Utility (Last)       Statement Form 3 of Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, Symbol       Statement Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, Symbol       Statement Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935, Symbol       Statement Filed pursuant to Section 16(a) of the Investment Company Act of 1935, Symbol       Statement Filed pursuant to Section 16(a) of the Investment Company Act of 1935, Symbol       Statement Filed pursuant to Section 16(a) of Symbol       Statement Filed pursuant to Section 10(a) of the Investment Company Act of 1935, Symbol       Statement Filed pursuant to Section 10(a) of the Investment Company Act of 1935, Symbol       Statement Filed pursuant to Section 10(a) of the Investment Company Act of 1935, Section 10(a) Of the Investment Company Act of 1935, Sectin 10(a) Of the Investment Company Act of 1935, Sectin	Form 4	0									
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       State of the securities of the securitis of the securities of the securities of the securiti	<b>^</b>								OMB A	PPROVAL	
if no longer subject to Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 2. 1. Class (First) (Middle) 3. Date of Earliest Transaction 2. (Last) (First) (Middle) 3. 1. Date of Earliest Transaction 2. (Month/Day/Year) 2. 1. Filed(Month/Day/Year) 2. 1. Filed(Month/Day/Year) 4. 1. Sametion Date 2. 1. Code V Amount (D) Filed (Instr. 4) (Instr. 4) (Instr. 4) 1. Reported Transaction(s) 1. Reported	FORM	STATES S	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section					ОМВ	3235-0287		
1. Name and Address of Reporting Person       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         0LCKSON THOMAS       Symbol       Flagstone Reinsurance Holdings Ltd [FSR]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru	rsuant to Se (a) of the P						Estimated average burden hours per response 0.5			
DICKSON THOMAS       Symbol       Issuer         Issuer       Issuer         Item in the interval of the interva	(Print or Type R	Responses)									
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)				Symbol Flagstone Reinsurance Holdings Ltd			Issuer				
LIMITED, CRAWFORD HUSE, 23 CHURCH STREET       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Fillo(Check Applicable Line) 	FLAGSTONE REINSURANCE			3. Date of Earliest Transaction (Month/Day/Year)			Officer (give	Officer (give title Other (specify			
Filed(Month/Day/Year)       Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Securities Securities (Month/Day/Year)         1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities Transaction-Cequired (A) or Code       5. Amount of Disposed of (D) (Instr. 8)       6. Ownership Form: Direct (D) or Indirect Beneficially Owned (I)       7. Nature Indirect Beneficially (I) (Instr. 4)         (Month/Day/Year)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 8)       (Instr. 3, 4 and 5)       5. Amount of Securities (Instr. 4)       6. Ownership Form: Direct (I) or Indirect       7. Nature Indirect         (Month/Day/Year)       Code       V       Amount       (D)       Price       6. Ownership (I) or Indirect       7. Nature Indirect         (Instr. 3)       (Month/Day/Year)       Code       V       Amount       D) Price       10 or Indirect	LIMITED, C	CRAWFORD H	OUSE,								
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D)       6. Ownership Form: Direct       7. Nature Indirect         (Instr. 3)       (Month/Day/Year)       any (Month/Day/Year)       3.       4. Securities       5. Amount of Security       6. Ownership Form: Direct       7. Nature Indirect         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       0wned       (I)       0wnership Following         (A)       (A)       (Instr. 4)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       or Code       V       Amount       (D)       Price       (Instr. 3 and 4)         Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.       Indirectly       Indirectly				-			Applicable Line) _X_ Form filed by Form filed by M	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
Security (Instr. 3)       (Month/Day/Year)       Execution Date, if any       TransactionAcquired (A) or Code       Securities       Form: Direct       Indirect         (Instr. 3)       any       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Beneficially       (D) or Indirect       Beneficially         (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownershi         (A)       Reported       Transaction(s)       (Instr. 4)       (Instr. 4)       (Instr. 4)         (A)       Or       Or       (Instr. 3 and 4)       (Instr. 3 and 4)       (Instr. 3 and 4)         Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.       Indirect       Indirect	(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities	Acquired, Disposed o	f, or Beneficia	lly Owned	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.	Security		Execution D any	l Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and 5) (A) or	5. Amount of Securities I Beneficially ( Owned ( Following ( Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct D) or Indirect I)	7. Nature of Indirect Beneficial Ownership	
information contained in this form are not (9-02) required to respond unless the form	Reminder: Repo	ort on a separate line	e for each clas	ss of sec		ficially ow Perso inforn	ned directly ns who re nation col	y or indirectly. espond to the collec ntained in this form	are not		

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

### **Reporting Owners**

#### Edgar Filing: DICKSON THOMAS - Form 4

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. Transacti Code (Instr. 8)	5. Number onof 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 4 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0 <u>(1)</u>	04/28/2010		А	3,793	04/28/2010(2)	(3)	Common shares	3,793

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
DICKSON THOMAS FLAGSTONE REINSURANCE HOLDINGS LIN CRAWFORD HOUSE, 23 CHURCH STREET HAMILTON, D0 HM 11	MITED	Х					
Signatures							
/s/ William F. Fawcett, by power of attorney		04/29/2010					
**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).

Each Restricted Share Unit ("RSU") represents the right to receive, without payment to the Company, one newly issued, fully paid and non-assessable common share of the Company, subject to the terms and conditions of the RSU Plan and grant certificate evidencing each

- (1) In the discretion of the Company, subject to the terms and conditions of the KSO Fian and grant certificate evidencing each grant. In the discretion of the Compensation Committee, upon exercise, the RSU grant may alternatively be paid in cash or partly in cash and partly in common shares.
- (2) The RSUs vest 100% on the date of the grant.
- (3) The RSUs have no expiry date.

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.