



**Edgar Filing: ASSURED GUARANTY LTD - 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. 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
Employee Stock Options	\$ 7.44	02/05/2009		A	10,000	<u>(2)</u>	02/15/2019	Common Shares	10,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships
Bailenson Robert ASSURED GUARANTY LTD. 30 WOODBOURNE AVENUE HAMILTON, D0 HM08	Director 10% Owner Officer  Chief Accounting Officer

**Signatures**

By: James M. Michener,  
Attorney-in-fact  
Date: 02/06/2009

\_\_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) Restricted stock units awarded pursuant to Assured Guaranty Ltd. 2004 Long Term Incentive Plan. The restricted stock units vest as follows: 1/4 on the first anniversary date of the award, 1/4 on the second anniversary date of the award, 1/4 on the third anniversary date of the award and 1/4 on the fourth anniversary date of the award. Upon vesting, one (1) common share will be delivered for each vested restricted stock unit.
- (2) Stock option award pursuant to Assured Guaranty Ltd. 2004 Long Term Incentive Plan. The stock options vest as follows: 1/3 on the first anniversary date of the award, 1/3 on the second anniversary date of the award and 1/3 on the third anniversary date of the award.
- (3) Total included options from other tranches with different exercise prices and expiration dates.

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.