

ASSURED GUARANTY LTD
 Form 4
 December 05, 2011

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 *
ROSS WILBUR L JR

2. Issuer Name and Ticker or Trading Symbol
**ASSURED GUARANTY LTD
 [AGO]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2011

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

1166 AVENUE OF THE AMERICAS

(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

NEW YORK, NY 10036

(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 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	12/01/2011		P			2,000,000	A	\$ 11.17 (1)	19,371,186	I	See footnotes (3) (4) (5)
Common Stock	12/02/2011		P			464,184	A	\$ 11.22 (2)	19,835,370	I	See Footnotes (6) (7) (8)
Common Stock									16,294	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS WILBUR L JR 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X	X		

Signatures

/s/Wilbur L. Ross, Jr. 12/05/2011

**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) The Common Stock reported herein was purchased at a range of between \$10.99 and \$11.35 per share. The purchase price reported above represents the weighted average purchase price for the reported transaction and has been rounded to the nearest cent.
- (2) The Common Stock reported herein was purchased at a range of between \$11.12 and \$11.34 per share. The purchase price reported above represents the weighted average purchase price for the reported transaction and has been rounded to the nearest cent. These shares were purchased by the following funds: 1,861,976 by WLR Recovery Fund IV, L.P. ("Fund IV"), 6,337 by WLR IV Parallel ESC, L.P. ("Parallel Fund"), 89,967 by WLR/GS Master Co-Investment, L.P. ("WLR/GS Fund") and 41,720 by WLR AGO Co-Invest, L.P. ("Co-Invest Fund"); the aggregate total includes shares owned by the entities listed in footnotes 4 and 5.
- (4) Fund IV holds 16,073,487 shares directly. WLR Recovery Fund III, L.P. ("Fund III") holds 1,348,803 shares directly. Parallel Fund holds 55,243 shares directly. WLR/GS Fund holds 778,208 shares directly. Co-Invest Fund holds 1,115,445 shares directly. Mr. Ross is

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the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., the managing member of WLR Recovery Associates IV LLC (the general partner of Fund IV and Co-Invest Fund), WLR Recovery Associates III LLC (the general partner of Fund III) and WLR Master Co-Investment GP, LLC (the general partner of WLR/GS Fund). (Continued in footnote 5)

(5) Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Fund IV, Co-Invest Fund, Fund III and WLR/GS Fund. Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in the same investments as Fund IV. Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Parallel Fund.

(6) These shares were purchased by the following funds: 432,149 by Fund IV, 1,471 by Parallel Fund, 20,881 by WLR/GS Fund and 9,683 by Co-Invest Fund; the aggregate total includes shares owned by the entities listed in footnotes 7 and 8.

(7) Fund IV holds 16,505,636 shares directly. Fund III holds 1,348,803 shares directly. Parallel Fund holds 56,714 shares directly. WLR/GS Fund holds 779,089 shares directly. Co-Invest Fund holds 1,125,128 shares directly. Mr. Ross is the managing member of El Vedado, LLC, the general partner of WL Ross Group, L.P., the managing member of WLR Recovery Associates IV LLC (the general partner of Fund IV and Co-Invest Fund), WLR Recovery Associates III LLC (the general partner of Fund III) and WLR Master Co-Investment GP, LLC (the general partner of WLR/GS Fund). (Continued in footnote 8)

(8) Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Fund IV, Co-Invest Fund, Fund III and WLR/GS Fund. Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in the same investments as Fund IV. Accordingly, Mr. Ross, El Vedado, LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Parallel Fund.

Remarks:

This Form 4 should be read with the Form 3 filed with respect to these transactions by WL Ross Group, L.P. and the other entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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