

MARKEL CORP  
Form 8-A12B  
August 29, 2006

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**MARKEL CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State of incorporation)

**54-1959284**  
(I.R.S. Employer Identification No.)

**4521 Highwoods Parkway**  
**Glen Allen, Virginia**  
(Address of principal executive offices)

**23060**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of exchange on which

to be so registered

each class is to be registered

**7.50% Senior Debentures due 2046**

**New York Stock Exchange, Inc.**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-130497

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of class)



**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 7.50% Senior Debentures due 2046 of Markel Corporation (the Company) is set forth under the caption Description of Debentures in the Prospectus Supplement dated August 15, 2006 and under the caption Description of Debt Securities in the accompanying Prospectus dated December 20, 2005, filed with the Securities and Exchange Commission on August 16, 2006, which description is incorporated by reference herein.

**Item 2. Exhibits**

- 3.1 Amended and Restated Articles of Incorporation (incorporated by reference from Exhibit 3(i) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000, filed May 8, 2000).
- 3.2 Bylaws, as amended (incorporated by reference from Exhibit 4.2 to the Company's S-8 Registration Statement No. 333-107661, filed August 5, 2003).
- 4.1 Indenture, dated as of June 5, 2001, between the Company and J.P. Morgan Trust Company, National Association (as successor to The Chase Manhattan Bank), as Trustee (incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K, filed June 5, 2001).
- 4.2 Form of Fourth Supplemental Indenture, dated as of August 22, 2006, between the Company and J.P. Morgan Trust Company, National Association (as successor to The Chase Manhattan Bank) (Supplemental to Indenture dated as of June 5, 2001) (incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K, filed August 17, 2006).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

MARKEL CORPORATION

Date: August 29, 2006

By: /s/ D. Michael Jones  
Name: D. Michael Jones  
Title: Senior Vice President, General Counsel  
and Secretary