

Rinicella Randy D
 Form 4
 March 05, 2013

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 *
 Rinicella Randy D

2. Issuer Name and Ticker or Trading Symbol
 HCC INSURANCE HOLDINGS INC/DE/ [HCC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP, General Counsel & Sec

(Last) (First) (Middle)
 C/O HCC INSURANCE HOLDINGS, INC., 13403 NORTHWEST FREEWAY

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2013

(Street)
 HOUSTON, TX 77040

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					15,435	D	
Common Stock	03/01/2013		M		32,094	A	\$ 27.85
Common Stock	03/01/2013		S		32,094	D	\$ 39.7428 (1)
Comon Stock	03/04/2013		M		14,200	A	\$ 27.85

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Common Stock	03/04/2013	S	14,200	D	\$ <u>(2)</u> 39.7622	15,435	D
Common Stock	03/05/2013	M	3,706	A	\$ 27.85	19,141	D
Common Stock	03/05/2013	S	3,706	D	\$ <u>(3)</u> 40.0548	15,435	D

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 (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. Amount or Number of Shares
<u>(4)</u> Option to Purchase	\$ 24.95					<u>(5)</u> 08/24/2016	Common Stock	25,000
<u>(6)</u> Option to Purchase	\$ 23.43					<u>(7)</u> 05/13/2014	Common Stock	50,000
<u>(6)</u> Option to Purchase	\$ 27.85	03/01/2013		M	32,094	<u>(8)</u> 08/28/2013	Common Stock	75,000
<u>(6)</u> Option to Purchase	\$ 27.85	03/04/2013		M	14,200	<u>(8)</u> 08/28/2013	Common Stock	75,000
<u>(6)</u> Option to Purchase	\$ 27.85	03/05/2013		M	3,706	<u>(8)</u> 08/28/2013	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rinicella Randy D C/O HCC INSURANCE HOLDINGS, INC. 13403 NORTHWEST FREEWAY HOUSTON, TX 77040			SVP, General Counsel & Sec	

Signatures

Randy D.
Rinicella

03/05/2013

**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 price \$39.7428 represents a weighted average of sales prices ranging from \$39.50 to \$39.96. Full information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a security holder of the issuer upon request.
- (2) The price \$39.7622 represents a weighted average of sales prices ranging from \$39.61 to \$39.90. Full information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a security holder of the issuer upon request.
- (3) The price \$40.0548 represents a weighted average of sales prices ranging from \$39.94 to \$40.27. Full information regarding the number of shares sold at each separate price will be provided to the SEC, the issuer or a security holder of the issuer upon request.
- (4) Option to purchase granted pursuant to the 2008 Flexible Incentive Plan.
- (5) The options vest at 5,000 shares annually for 5 years beginning on 8/24/2011.
- (6) Option to purchase granted pursuant to the 2004 Flexible Incentive Plan.
- (7) The options vest at 10,000 shares annually for 5 years beginning on 05/13/2009.
- (8) The options vest at 15,000 shares annually for 5 years beginning on 8/28/2008.

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.