

BURNS JOHN J JR  
 Form 5  
 February 03, 2012

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 BURNS JOHN J JR

(Last) (First) (Middle)

ALLEGHANY CORPORATION, 7 TIMES SQUARE TOWER, 17TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ALLEGHANY CORP /DE [Y]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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) | (A) or (D) | Price         | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---------------|--|--|---|
| Common Stock                    | 05/16/2011                           | Â  | G                              | 123   | D          | \$ (1) 55,760 | D  | Â  |   |
| Common Stock                    | 10/11/2011                           | Â  | G                              | 715   | D          | \$ (1) 55,045 | D  | Â  |   |
| Common Stock                    | 10/11/2011                           | Â  | G                              | 230   | D          | \$ (2) 54,815 | D  | Â  |   |
| Common Stock                    | 10/17/2011                           | Â  | G                              | 100   | D          | \$ (1) 54,715 | D  | Â  |   |

Edgar Filing: BURNS JOHN J JR - Form 5

|              |            |   |   |     |   |        |        |   |  |
|--------------|------------|---|---|-----|---|--------|--------|---|--|
| Common Stock | 10/17/2011 | Â | G | 240 | D | \$ (2) | 54,475 | D | Â  |
| Common Stock | 12/06/2011 | Â | G | 780 | D | \$ (2) | 53,695 | D | Â  |
| Common Stock | 12/06/2011 | Â | G | 100 | D | \$ (1) | 53,595 | D | Â  |
| Common Stock | 12/12/2011 | Â | G | 10  | D | \$ (1) | 53,585 | D | Â  |
| Common Stock | 12/15/2011 | Â | G | 15  | D | \$ (1) | 53,570 | D | Â  |
| Common Stock | 12/09/2011 | Â | G | 50  | D | \$ (2) | 2,242  | I | Held by trust of which reporting person's spouse is sole trustee |
| Common Stock | Â          | Â | Â | Â   | Â | Â      | 335    | I | By spouse  |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E I F I     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

|          |           |         |       |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
| Â X      | Â         | Â       | Â     |

BURNS JOHN J JR  
ALLEGHANY CORPORATION  
7 TIMES SQUARE TOWER, 17TH FLOOR  
NEW YORK, NY 10036

## Signatures

John J. Burns, Jr.                      02/03/2012

\_\_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) Gift of shares of Alleghany common stock to non-family member third party.
  - (2) Gifts to family members who do not share reporting person's household

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.