

Amtrust Financial Services, Inc.
 Form 4
 May 26, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Ungar Stephen

2. Issuer Name and Ticker or Trading Symbol
 Amtrust Financial Services, Inc.
 [AFSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, GC and Secretary

C/O AMTRUST FINANCIAL SERVICES, INC., 59 MAIDEN LANE, 43RD FLOOR

(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 10038

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/23/2015 | | M | | 1,076 ⁽¹⁾ | A | \$ 0 73,265 D |
| Common Stock | 05/23/2015 | | F | | 398 ⁽²⁾ | D | \$ 59.86 72,867 D |
| Common Stock | 05/23/2015 | | M | | 1,130 ⁽³⁾ | A | \$ 0 73,997 D |
| Common Stock | 05/23/2015 | | F | | 418 ⁽⁴⁾ | D | \$ 59.86 73,579 D |
| | 05/23/2015 | | M | | | A | \$ 0 75,115 D |

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| | | | | | | | | |
|--------------|------------|---|---------------------|---------------------|----------|--------|--|---|
| Common Stock | | | | 1,536 <u>(5)</u> | | | | |
| Common Stock | 05/23/2015 | F | 568 <u>(6)</u> | D | \$ 59.86 | 74,547 | | D |
| Common Stock | 05/23/2015 | M | 1,660 <u>(7)</u> | A | \$ 0 | 76,207 | | D |
| Common Stock | 05/23/2015 | F | 614 <u>(8)</u> | D | \$ 59.86 | 75,593 | | D |

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 1474
(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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | <u>(9)</u> | 05/23/2015 | | M | 1,076 | <u>(10)</u> | <u>(10)</u> | Common Stock | 1,076 |
| Restricted Stock Units | <u>(9)</u> | 05/23/2015 | | M | 1,130 | <u>(11)</u> | <u>(11)</u> | Common Stock | 1,130 |
| Restricted Stock Units | <u>(9)</u> | 05/23/2015 | | M | 1,536 | <u>(12)</u> | <u>(12)</u> | Common Stock | 1,536 |
| Restricted Stock Units | <u>(9)</u> | 05/23/2015 | | M | 1,660 | <u>(13)</u> | <u>(13)</u> | Common Stock | 1,660 |
| Restricted Stock Units | <u>(9)</u> | 05/23/2015 | | A | 5,430 | <u>(14)</u> | <u>(14)</u> | Common Stock | 5,430 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ungar Stephen C/O AMTRUST FINANCIAL SERVICES, INC. 59 MAIDEN LANE, 43RD FLOOR NEW YORK, NY 10038 | | | SVP, GC and Secretary | |

Signatures

/s/ Stephen
Ungar

05/26/2015

**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) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2011.
 - (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2011.
 - (3) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2012.
 - (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2012.
 - (5) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2013.
 - (6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2013.
 - (7) Acquisition of common stock resulting from the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2014.
 - (8) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-fourth of the restricted stock units granted to Mr. Ungar on May 23, 2014.
 - (9) Each restricted stock unit represents a contingent right to receive one share of AmTrust Financial Services, Inc.'s common stock.
On May 23, 2011, Mr. Ungar received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (10) On May 23, 2012, Mr. Ungar received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (11) On May 23, 2013, Mr. Ungar received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (12) On May 23, 2014, Mr. Ungar received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
 - (13)
 - (14)

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On May 23, 2015, Mr. Ungar received restricted stock units subject to a four-year vesting schedule, vesting 25% on the first, second, third and fourth anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.