## Edgar Filing: BARON NEIL - Form 4

| BARON NE   | IL                                     |       |  |  |   |                                   |   |  |   |   |  |
|--|--|-------|--|--|---|-----------------------------------|---|--|---|---|--|
| Form 4   |  |       |  |  |   |                                   |   |  |   |   |  |
| December 03  | 3, 2010                                |       |  |  |   |                                   |   |  |   |   |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION  |  |       |  |  |   |                                   |   |  | PROVAL  |   |  |
| Washington, D.C. 20549   |  |       |  |  |   |                                   | OMMINISSION   | OMB<br>Number:   | 3235-0287   |   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Statement OF CHANGES IN BENEFICIAL OWNERSHIP<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or<br>30(h) of the Investment Company Act of 1940 |  |       |  |  |   | e Act of 1934,<br>1935 or Section | Expires: January 3<br>200<br>Estimated average<br>burden hours per<br>response 0                        |  |   |   |  |
| (Print or Type I   | Responses)                             |       |  |  |   |                                   |   |  |   |   |  |
| BARON NEIL Symbol<br>ASSU  |  |       | Symbol                                     | SSURED GUARANTY LTD                              |   |                                   |   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                      |   |   |  |
|  |  |       | [AGO]                                      |  |   |                                   |   |  |   |   |  |
| (Month.  |  |       |  | of Earliest Transaction<br>/Day/Year)<br>2010    |   |                                   |   | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)                                       |   |   |  |
|  |  |       | nendment, Date Original<br>Ionth/Day/Year) |  |   |                                   | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |  |   |   |  |
| HAMILTO  | N, D0 HM08                             |       |  |  |   |                                   |   | Form filed by Me<br>Person   | ore than One Rep  | porting   |  |
| (City)   | (State)                                | (Zip) | Tab  | le I - Non-I                                     | Derivative S  | ecurit                            | ies Acqu  | uired, Disposed of,  | or Beneficiall  | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Dat<br>(Month/Day/Year) |       | n Date, if                                 | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | 4. Securitie<br>or(A) or Disp<br>(Instr. 3, 4 a<br>Amount | osed o                            | of (D)  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Shares   | 12/02/2010                             |       |  | A  | 54.0234   |                                   | Price<br>\$<br>17.6<br>(1)  | 27,476.4022  | 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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transact<br>Code<br>(Instr. 8) | 5.<br>ionNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | ;                   | Date               | Secur | unt of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secu<br>Bene<br>Owna<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---|--------------------------------------|--|---------------------|--------------------|-------|--|---|--|
|   |   |   |   | Code V                               | <sup>7</sup> (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |  |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                   | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| BARON NEIL<br>30 WOODBOURNE AVENUE<br>HAMILTON, D0 HM08 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| By: Ling Chow,<br>Attorney-in-fact                      | 12/0          |           |         |       |  |  |  |
| **Signature of Reporting Person                         | I             | 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) Represents accrual of dividend equivalents on restricted stock units granted pursuant to the Assured Guaranty Ltd. 2004 Long Term Incentive Plan which meets the requirements of Rule 16b-3.

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.