

SEGAL MERTON J
Form 4
January 09, 2012

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 *
SEGAL MERTON J

2. Issuer Name and Ticker or Trading Symbol
MEADOWBROOK INSURANCE GROUP INC [MIG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
26255 AMERICAN DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

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

SOUTHFIELD, MI 48034
(City) (State) (Zip)

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

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 | | | | 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 | (A) or (D) | | | | Price |
| Common Stock | 11/15/2011 | | G | V | 25,000 | D | \$ 0 | 1,138,606 | I | See footnote (1) |
| Common Stock | 12/20/2011 | | G | V | 17,500 | D | \$ 0 | 1,121,106 | I | See footnote (1) |
| Common Stock | 01/05/2012 | | S | | 52,083 | D | \$ 11 | 1,069,023 | I | See footnote (2) |
| Common Stock | 01/06/2012 | | S | | 58,822 | D | \$ 11.02 | 1,010,201 | I | See footnote |

| | | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|-------------------------|
| Common Stock | 01/09/2012 | S | 18,357 | D | \$ 11.01 | 991,844 | I | (2) See footnote (2) |
| Common Stock | | | | | | 1,500 | D | |

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEGAL MERTON J 26255 AMERICAN DRIVE SOUTHFIELD, MI 48034 | X | | | |

Signatures

/s/Michael G. Costello,
Attorney-in-fact
**Signature of Reporting Person

01/09/2012
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) Owned by spouse in the Beverly J. Segal Trust.
 - (2) Pursuant to Mr. Segal's 10b5-1 Trading Plan dated May 4, 2011, shares were sold from the Beverly J. Segal Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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