

HCC INSURANCE HOLDINGS INC/DE/

Form 4

February 25, 2005

FORM 4

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

OMB APPROVAL

OMB
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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 *
MARTIN CHRISTOPHER L

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolHCC INSURANCE HOLDINGS
INC/DE/ [HCC]3. Date of Earliest Transaction
(Month/Day/Year)
02/25/20054. 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)

EVP, Sec. & General Counsel

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/25/2005		M		25,000 A \$ 25.5	27,000	D
Common Stock	02/25/2005		M		9,000 A \$ 25.2	36,000	D
Common Stock	02/25/2005		M		10,000 A \$ 24.92	46,000	D
Common Stock	02/25/2005		S		44,000 D \$ 37.35	2,000	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
Option to Purchase <u>(1)</u>	\$ 25.5	01/25/2005		M	25,000	<u>(4)</u> 08/19/2007	Common Stock	25,000
Option to Purchase <u>(2)</u>	\$ 25.2	01/25/2005		M	9,000	<u>(3)</u> 01/24/2008	Common Stock	15,000
Option to Purchase <u>(2)</u>	\$ 24.92	01/25/2005		M	10,000	<u>(5)</u> 01/03/2011	Common Stock	35,000
Option to Purchase <u>(2)</u>	\$ 20.39					<u>(5)</u> 07/22/2010	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN CHRISTOPHER L			EVP, Sec. & General Counsel	

Signatures

Christopher L. Martin
02/25/2005
**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) Option to purchase granted pursuant to 1995 Flexible Incentive Plan.
- (2) Option to purchase granted pursuant to 2001 Flexible Incentive Plan.
- (3) The options vest over a 60-month period, the aggregate number of shares purchaseable as follows: 01/24/03 - 3,000; 01/24/04 - 6,000; 01/24/05 - 9,000; 01/24/06 - 12,000; 01/24/07 - 15,000.
- (4) The options vest over a 60-month period, the aggregate number of shares purchasable as follows: 08/19/98 - 2,500; 08/19/99 - 6,250; 08/19/00 - 11,250; 08/19/01 - 17,500; 08/19/02 - 25,000.
- (5) The options vest equally, on the anniversary date, over a 7 year period.

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.