

Nelson Ann W
 Form 4
 May 25, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to 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 *
 Nelson Ann W

 (Last) (First) (Middle)
 10375 PROFESSIONAL CIRCLE

 (Street)
 RENO, NV 89521

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Employers Holdings, Inc. [EIG]

 3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2012

 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)
 EVP, Corp. & Public Affairs

 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	05/23/2012		M		1,750	A	\$ 11.84
Common Stock, par value \$0.01	05/23/2012		S		1,000	D	\$ 17.2
Common Stock, par value \$0.01	05/23/2012		S		750	D	\$ 17

Edgar Filing: Nelson Ann W - Form 4

Common Stock, par value \$0.01	05/23/2012	S	7,000	D	\$ 17	32,217	D
Common Stock, par value \$0.01	05/23/2012	S	400	D	\$ 17.001	31,817	D
Common Stock, par value \$0.01	05/23/2012	S	100	D	\$ 17.0011	31,717	D
Common Stock, par value \$0.01	05/23/2012	S	100	D	\$ 17.0024	31,617	D
Common Stock, par value \$0.01	05/23/2012	S	1,500	D	\$ 17.01	30,117	D
Common Stock, par value \$0.01	05/23/2012	S	1,200	D	\$ 17.011	28,917	D
Common Stock, par value \$0.01	05/23/2012	S	100	D	\$ 17.0125	28,817	D
Common Stock, par value \$0.01	05/23/2012	S	600	D	\$ 17.02	28,217	D
Common Stock, par value \$0.01	05/23/2012	S	600	D	\$ 17.021	27,617	D
Common Stock, par value \$0.01	05/23/2012	S	800	D	\$ 17.03	26,817	D
Common Stock, par value \$0.01	05/23/2012	S	500	D	\$ 17.031	26,317	D
	05/23/2012	S	100	D	\$ 17.04	26,217	D

Edgar Filing: Nelson Ann W - Form 4

Common
Stock, par
value
\$0.01

Common
Stock, par
value
\$0.01

Common
Stock, par
value
\$0.01

Common
Stock, par
value
\$0.01

Common
Stock, par
value
\$0.01

Common
Stock, par
value
\$0.01

05/23/2012	S	300	D	\$ 17.06	25,917	D
05/23/2012	S	600	D	\$ 17.061	25,317	D
05/23/2012	S	200	D	\$ 17.07	25,117	D
05/23/2012	S	800	D	\$ 17.071	24,317	D
05/23/2012	S	100	D	\$ 17.09	24,217	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 (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
	\$ 11.84	05/23/2012		M	1,750	⁽¹⁾ 05/29/2016		1,750

Employee
Stock
Option
(right to
buy)

Common
Stock, par
value
\$0.01

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nelson Ann W 10375 PROFESSIONAL CIRCLE RENO, NV 89521			EVP, Corp. & Public Affairs	

Signatures

/s/ Ann W.
Nelson

05/25/2012

**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) One-fourth of the shares subject to the option vested on May 28, 2010 with the remaining shares vesting in three equal annual installments beginning on May 28, 2011.

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.