

EVEREST RE GROUP LTD
Form SC 13D/A
November 10, 2010

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 2)*

EVEREST RE GROUP, LTD.
(Name of Issuer)

Common Shares, \$0.01 par value
(Title of Class of Securities)

G3223R108
(CUSIP Number)

Sanjoy Mukherjee
Senior Vice President, General Counsel and Secretary
Everest Re Group, Ltd.
Wessex House – 2nd Floor
45 Reid Street
P.O. Box HM 845
441-295-0006
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

November 8, 2010
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G3223R108

1. Names of Reporting Persons EVEREST REINSURANCE HOLDINGS, INC. 22-3263609
 2. Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) []
 3. SEC Use Only
 4. Source of Funds (See Instructions) WC, BK
 5. Check if Disclosure of Legal Proceedings is Required []
Pursuant to Item 2(d) or 2(e)
 6. Citizenship or Place of Organization United States of America

| | | | |
|--------------|-----|--------------------------|-----------|
| Number of | 7. | Sole Voting Power | 8,976,868 |
| Shares | 8. | Shared Voting Power | 0 |
| Beneficially | 9. | Sole Dispositive Power | 8,976,868 |
| Owned by | | | |
| Each | 10. | Shared Dispositive Power | 0 |
| Reporting | | | |
| Person With | | | |
 11. Aggregate Amount Beneficially Owned by Each Reporting Person 8,976,868
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares []
(See Instructions)
 13. Percent of Class Represented by Amount in Row (11) 14.1%
 14. Type of Reporting Person (See Instructions) CO, OO
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Introductory Statement

This Amendment No. 2 (this “Amendment”) amends the Schedule 13D initially filed on August 6, 2010 (the “Original; Filing”), relating to the common shares, par value \$0.01, of Everest Re Group, Ltd. (“Group” or the “Issuer”). Information reported in the Original Filing remains in effect except to the extent that it is amended or superseded by information contained in this Amendment.

Item 4. Purpose of Transaction.

The disclosure in Item 4 of this Schedule 13D is hereby amended and supplemented by adding the following statement after the final paragraph thereof:

Everest Reinsurance Holdings, Inc. (“Holdings”), an indirect wholly-owned subsidiary of Group, purchased Group’s Common Shares through open market transactions pursuant to Group’s authorized share repurchase program, as follows:

| Transaction Date | Common Shares Purchased | Total Cost | Daily Average Cost Per Common Share |
|------------------|-------------------------|------------------|-------------------------------------|
| 08/27/2010 | 55,000 | \$ 4,406,636.11 | \$ 80.12 |
| 08/30/2010 | 99,600 | 8,012,988.96 | 80.45 |
| 09/03/2010 | 48,099 | 3,935,055.69 | 81.81 |
| 09/22/2010 | 50,000 | 4,230,581.98 | 84.61 |
| 09/23/2010 | 50,000 | 4,211,329.87 | 84.23 |
| 09/24/2010 | 50,000 | 4,233,133.69 | 84.66 |
| 09/27/2010 | 38,932 | 3,324,928.62 | 85.40 |
| 11/03/2010 | 87,800 | 7,554,676.74 | 86.04 |
| 11/04/2010 | 55,296 | 4,846,607.02 | 87.65 |
| 11/05/2010 | 60,000 | 5,308,535.95 | 88.48 |
| 11/08/2010 | 70,946 | 6,254,112.35 | 88.15 |
| Total | 665,673 | \$ 56,318,586.98 | |

Weighted Average Cost Per Common Share 84.60

Item 5. Interest in Securities of the Issuer.

The disclosure in Item 5 of this Schedule 13D is hereby amended and supplemented by adding the following statement after the final paragraph thereof:

As of November 8, 2010, Group had 63,685,338 Common Shares outstanding. Holdings has sole power to vote and direct the disposition of 8,976,868, or 14.1%, of the outstanding Common Shares.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 10, 2010

EVEREST REINSURANCE HOLDINGS, INC.

By: /S/ SANJOY MUKHERJEE

Sanjoy Mukherjee

(Senior Vice President, General Counsel,

Secretary & Compliance Officer)