

ASSURED GUARANTY LTD
Form 4
June 25, 2009

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 *
ROSS WILBUR L JR

2. Issuer Name and Ticker or Trading Symbol
ASSURED GUARANTY LTD
[AGO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
319 CLEMATIS STREET, ROOM 1000,

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2009

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

WEST PALM BEACH, FL 33401

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

(City) (State) (Zip)

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 (D) Price | | | |
| Common Stock | 06/24/2009 | | P | 3,850,000 A \$ 42,350,000 | 16,023,984 | I | see footnotes (1) (2) (3) |

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

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SEC 1474 (9-02)

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Title | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | | |
| ROSS WILBUR L JR 319 CLEMATIS STREET, ROOM 1000 WEST PALM BEACH, FL 33401 | X | X | | | | |
| WLR Recovery Fund IV LP 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |
| WLR RECOVERY FUND III LP 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |
| WLR IV PARALLEL ESC LP 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |
| WLR/GS Master Co-Investment, L.P. 87 MARY STREET GEORGETOWN, GRAND CAYMAN, E9 KY1-9002 | | X | | | | |
| WLR AGO Co-Invest, L.P. C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |
| INVESCO WLR IV Associates LLC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |
| Invesco Private Capital, Inc. C/O WL ROSS GROUP, L.P. 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | | | |

WLR Recovery Associates IV LLC
 1166 AVENUE OF THE AMERICAS X
 NEW YORK, NY 10036

WLR Recovery Associates III LLC
 1166 AVENUE OF THE AMERICAS X
 NEW YORK, NY 10036

Signatures

/s/ Wilbur L.
 Ross, Jr. 06/25/2009

 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) On May 7, 2009, Wilbur L. Ross, Jr. ("Mr Ross") was granted 4,043 restricted shares of Assured Guaranty Ltd. ("AGO") common stock as an annual retainer. On May 8, 2008, Mr. Ross was granted 3,545 restricted shares of AGO common stock which restrictions have since lapsed.
- WLR Recovery Fund IV, L.P. (?Fund IV?) holds 12,950,465 shares directly. WLR Recovery Fund III, L.P. (?Fund III?) holds 1,348,803 shares directly. WLR IV Parallel ESC, L.P. (?Parallel Fund?) holds 44,616 shares directly. WLR/GS Master Co-Investment, L.P. (?WLR/GS Fund?) holds 627,310 shares directly. WLR AGO Co-Invest, L.P. (?Co-Invest Fund?) holds 1,045,202 shares directly.
- (2) Wilbur L. Ross, Jr. is the managing member of El Vedado. El Vedado is the general partner of WL Ross Group, L.P., the managing member of WLR Recovery Associates IV LLC (the general partner of Fund IV and Co-Invest Fund), WLR Recovery Associates III LLC (the general partner of Fund III) and WLR Master Co-Investment GP, LLC (the general partner of WLR/GS Fund). Accordingly, Wilbur L. Ross, Jr., El Vedado LLC, and WL Ross Group, L.P. can be deemed to share voting and dispositive power over the shares held directly by Fund IV, Co-Invest Fund, Fund III and WLR/GS Fund.
- (3) Invesco WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement whereby Parallel Fund will invest on a pro rata basis in the same investments as Fund IV. Accordingly, Mr. Ross can be deemed to share voting and dispositive power over the shares held directly by Parallel Fund.

Remarks:

This Form 4 should be read with the Form 4 filed simultaneously for WL Ross Group, L.P., WLR Master Co-Investment GP L

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.