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ALLEGHANY CORP /DE
Form 13F-HR
November 13, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

Check here if Amendment []; Amendment Number: _____

This Amendment (Check only one): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Alleghany Corporation
Address: 7 Times Square Tower, 17th Floor
New York, NY 10036

Form 13F File Number: 28-1590

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Roger B. Gorham
Title: Senior Vice President
Phone: 212-752-1356

Signature, Place, and Date of Signing:

_____/s/ Roger B. Gorham New York, NY November 13, 2012

[Signature] [City, State] [Date]

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

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FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 4
 Form 13F Information Table Entry Total: 60
 Form 13F Information Table Value Total: \$1,399,662

 (thousands)

List of Other Included Managers:

No.	Form 13F File Number	Name
2	28-10508	RSUI Indemnity Company
3	28-06459	Alleghany Insurance Holdings LLC
4	28-12262	Capitol Indemnity Corporation
5	28-15020	Transatlantic Reinsurance Company

SECURITIES AND EXCHANGE COMMISSIONS FORM 13F INFORMATION
 PREPARED FOR ALLEGHANY CORPORATION
 AS OF 09/30/12

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	MARKET VALUE (X 1000)	SHRS OR PRIN AMT	SH/ PUT/ SOLE (A)	INVESTMENT DISCRETION SHRD- DEFINED (B)
AT&T INC	COM	00206R102	2,262	60,000 SH		
AGILENT TECHNOLOGIES INC	COM	00846U101	1,153	30,000 SH		
AMERICAN EXPRESS CO	COM	025816109	1,990	35,000 SH		
ANNALY CAP MGMT INC	COM	035710409	101,040	6,000,000 SH		X
APACHE CORP	COM	037411105	43,235	500,000 SH		X
APACHE CORP	COM	037411105	865	10,000 SH		X
APACHE CORP	COM	037411105	4,756	55,000 SH		X
APACHE CORP	COM	037411105	59,232	685,000 SH		X
APPLE INC	COM	037833100	15,343	23,000 SH		X
APPLE INC	COM	037833100	167	250 SH		X
APPLE INC	COM	037833100	1,167	1,750 SH		X
APPLE INC	COM	037833100	26,690	40,000 SH		X
APPLIED MATLS INC	COM	038222105	782	70,000 SH		
AUTODESK INC	COM	052769106	834	25,000 SH		
AUTOMATIC DATA PROCESSING IN	COM	053015103	1,173	20,000 SH		
BERKSHIRE HATHAWAY INC DEL	CL B	084670207	1,764	20,000 SH		
BOEING CO	COM	097023105	1,044	15,000 SH		
CEDAR FAIR L P	DEPOSITRY UNIT	150185106	18,409	550,000 SH		X
CHUBB CORP	COM	171232101	2,288	30,000 SH		

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COCA COLA CO	COM	191216100	2,276	60,000	SH	
CONOCOPHILLIPS	COM	20825C104	10,864	190,000	SH	X
CONOCOPHILLIPS	COM	20825C104	1,715	30,000	SH	
CONOCOPHILLIPS	COM	20825C104	572	10,000	SH	X
CONOCOPHILLIPS	COM	20825C104	2,859	50,000	SH	X
CONOCOPHILLIPS	COM	20825C104	54,321	950,000	SH	X
COSTCO WHSL CORP NEW	COM	22160K105	2,003	20,000	SH	
CUMMINS INC	COM	231021106	1,383	15,000	SH	
DEERE & CO	COM	244199105	2,474	30,000	SH	
DISNEY WALT CO	COM DISNEY	254687106	2,353	45,000	SH	
DU PONT EI DE NEMOURS & CO	COM	263534109	1,759	35,000	SH	
EMERSON ELEC CO	COM	291011104	1,689	35,000	SH	
EXXON MOBIL CORP	COM	30231G102	2,744	30,000	SH	
FEDEX CORP	COM	31428X106	21,155	250,000	SH	X
FEDEX CORP	COM	31428X106	1,269	15,000	SH	
FEDEX CORP	COM	31428X106	1,015	12,000	SH	X
FEDEX CORP	COM	31428X106	4,908	58,000	SH	X
FEDEX CORP	COM	31428X106	2,539	30,000	SH	X
GOOGLE INC	COM	38259P508	1,509	2,000	SH	
HESS CORP	COM	42809H107	32,232	600,000	SH	X
HESS CORP	COM	42809H107	83,803	1,560,000	SH	X
HESS CORP	COM	42809H107	2,579	48,000	SH	X
HESS CORP	COM	42809H107	21,058	392,000	SH	X
HESS CORP	COM	42809H107	88,638	1,650,000	SH	X
HEWLETT PACKARD CO	COM	428236103	512	30,000	SH	
HOME DEPOT INC	COM	437076102	1,207	20,000	SH	
INTEL CORP	COM	458140100	6,978	308,000	SH	X
INTEL CORP	COM	458140100	1,926	85,000	SH	
INTEL CORP	COM	458140100	362	16,000	SH	X
INTEL CORP	COM	458140100	1,722	76,000	SH	X
INTEL CORP	COM	458140100	13,608	600,000	SH	X
INTERNATIONAL BUSINESS MACHS	COM	459200101	2,075	10,000	SH	
JPMORGAN CHASE & CO	COM	46625H100	14,168	350,000	SH	X
JPMORGAN CHASE & CO	COM	46625H100	1,214	30,000	SH	
JPMORGAN CHASE & CO	COM	46625H100	2,024	50,000	SH	X
JPMORGAN CHASE & CO	COM	46625H100	40,480	1,000,000	SH	X
JOHNSON AND JOHNSON	COM	478160104	12,679	184,000	SH	X
JOHNSON AND JOHNSON	COM	478160104	2,067	30,000	SH	
JOHNSON AND JOHNSON	COM	478160104	551	8,000	SH	X
JOHNSON AND JOHNSON	COM	478160104	2,619	38,000	SH	X
JOHNSON AND JOHNSON	COM	478160104	25,497	370,000	SH	X
KELLOGG CO	COM	487836108	1,292	25,000	SH	
LAUDER ESTEE COS INC	CL A	518439104	1,539	25,000	SH	
LILLY ELI & CO	COM	532457108	2,371	50,000	SH	
LOEWS CORP	COM	540424108	1,032	25,000	SH	
LOWES COS	COM	548661107	36,590	1,210,000	SH	X
LOWES COS	COM	548661107	1,724	57,000	SH	X
LOWES COS	COM	548661107	10,070	333,000	SH	X
MCDONALDS CORP	COM	580135101	19,635	214,000	SH	X
MCDONALDS CORP	COM	580135101	734	8,000	SH	X
MCDONALDS CORP	COM	580135101	3,487	38,000	SH	X
MCDONALDS CORP	COM	580135101	26,608	290,000	SH	X
MEDTRONIC INC	COM	585055106	2,372	55,000	SH	
MICROSOFT CORP	COM	594918104	2,530	85,000	SH	
NOBLE ENERGY INC	COM	655044105	1,854	20,000	SH	
NORDSTROM INC	COM	655664100	1,655	30,000	SH	

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NOVARTIS AG	SPONSORED ADR	66987V109	1,532	25,000	SH	
OCCIDENTAL PETE CORP DEL	COM	674599105	79,175	920,000	SH	X
OCCIDENTAL PETE CORP DEL	COM	674599105	3,270	38,000	SH	X
OCCIDENTAL PETE CORP DEL	COM	674599105	20,827	242,000	SH	X
OCCIDENTAL PETE CORP DEL	COM	674599105	64,545	750,000	SH	X
ORACLE CORP	COM	68389X105	1,526	48,500	SH	
PACCAR INC	COM	693718108	1,201	30,000	SH	
PHILIP MORRIS INTL INC	COM	718172109	1,349	15,000	SH	
PHILLIPS 66	COM	718546104	696	15,000	SH	
PROCTER & GAMBLE CO	COM	742718109	2,081	30,000	SH	
SCHLUMBERGER LTD	COM	806857108	1,808	25,000	SH	
SIGMA ALDRICH CORP	COM	826552101	1,439	20,000	SH	
SPDR GOLD TRUST	GOLD SHS	78463V107	51,567	300,000	SH	X
SPDR GOLD TRUST	GOLD SHS	78463V107	17,202	100,000	SH	X
SYSCO CORP	COM	871829107	1,251	40,000	SH	
3M CO	COM	88579Y101	2,033	22,000	SH	
TRONOX LTD	SHS CL A	Q9235V101	38,732	1,710,000	SH	X
TRONOX LTD	SHS CL A	Q9235V101	1,246	55,000	SH	X
TRONOX LTD	SHS CL A	Q9235V101	10,985	485,000	SH	X
TRONOX LTD	SHS CL A	Q9235V101	22,650	1,000,000	SH	X
US BANCORP DEL	COM NEW	902973304	1,201	35,000	SH	
UNITED PARCEL SERVICE INC	CL B	911312106	30,775	430,000	SH	X
UNITED PARCEL SERVICE INC	CL B	911312106	1,217	17,000	SH	X
UNITED PARCEL SERVICE INC	CL B	911312106	7,372	103,000	SH	X
UNITED PARCEL SERVICE INC	CL B	911312106	10,020	140,000	SH	X
VISA INC	COM CL A	92826C839	26,856	200,000	SH	X
VISA INC	COM CL A	92826C839	50,758	378,000	SH	X
VISA INC	COM CL A	92826C839	2,148	16,000	SH	X
VISA INC	COM CL A	92826C839	14,234	106,000	SH	X
VISA INC	COM CL A	92826C839	50,355	375,000	SH	X
WAL MART STORES INC	COM	931142103	2,583	35,000	SH	
WASHINGTON POST CO	CL B	939640108	726	2,000	SH	
WELLS FARGO & CO NEW	COM	949746101	1,209	35,000	SH	
GRAND TOTAL			1,399,662	27,699,500		