

SHERMAN DONALD A
 Form 4
 May 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SHERMAN DONALD A

2. Issuer Name and Ticker or Trading Symbol
 DELPHI FINANCIAL GROUP
 INC/DE [DFG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O DELPHI CAPITAL
 MANAGEMENT, INC., 590
 MADISON AVENUE, 30TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/15/2012

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

(Street)
 NEW YORK, NY 10022

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 Ownership (Instr. 4)
Class A Common Stock	05/15/2012		D	35,935	D 43.875 0	D	
					(1)		

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

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SEC 1474 (9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 17.5245	05/15/2012		D	6,420	11/12/2002	08/14/2012	Class A Common Stock	6,420
Stock Option (right to buy)	\$ 19.56	05/15/2012		D	7,668	08/27/2003	05/29/2013	Class A Common Stock	7,668
Stock Option (right to buy)	\$ 26.3333	05/15/2012		D	5,696	08/04/2004	05/06/2014	Class A Common Stock	5,696
Stock Option (right to buy)	\$ 27.8533	05/15/2012		D	4,038	08/23/2005	05/25/2015	Class A Common Stock	4,038
Stock Option (right to buy)	\$ 36.0533	05/15/2012		D	150,000	04/19/2007	04/19/2016	Class A Common Stock	150,000
Stock Option (right to buy)	\$ 34.62	05/15/2012		D	19,000	06/08/2007	06/08/2016	Class A Common Stock	19,000
Restricted Share Units	(3)	05/15/2012		D	17,144	(4)	(4)	Class A Common Stock	17,144
Stock Option (right to buy)	\$ 40.83	05/15/2012		D	51,432	02/07/2008	02/16/2017	Class A Common Stock	51,432
Restricted Share Units	(3)	05/15/2012		D	30,027	(4)	(4)	Class A Common Stock	30,027

Stock Option (right to buy)	\$ 29.14	05/15/2012	D	90,082	02/06/2009	02/15/2018	Class A Common Stock	90,082
Restricted Share Units	(3)	05/15/2012	D	41,195	(4)	(4)	Class A Common Stock	41,195
Stock Option (right to buy)	\$ 21.24	05/15/2012	D	123,587	02/11/2011	02/11/2020	Class A Common Stock	123,587
Restricted Share Units	(3)	05/15/2012	D	38,510	(4)	(4)	Class A Common Stock	38,510
Stock Option (right to buy)	\$ 31.16	05/15/2012	D	115,532	02/09/2012	02/18/2021	Class A Common Stock	115,532

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN DONALD A C/O DELPHI CAPITAL MANAGEMENT, INC. 590 MADISON AVENUE, 30TH FLOOR NEW YORK, NY 10022	X		President & COO	

Signatures

Chad W. Coulter, Attorney-in-Fact for Donald A. Sherman

05/17/2012

**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) Disposed of pursuant to the Agreement and Plan of Merger dated as of December 21, 2011 by and among the issuer, Tokio Marine Holdings, Inc. and TM Investment (Delaware) Inc. (the "Merger Agreement"), pursuant to which each of the shares was converted into the right to receive \$43.875 in cash. In addition, pursuant to the terms of the Merger Agreement, a special cash dividend of \$1.00 per share was paid in respect of such shares on May 16, 2012.

(2) Pursuant to the terms of the Merger Agreement, such option, whether or not fully vested, was cancelled in exchange for the right to receive a cash payment equal to the amount by which \$44.875 exceeded the exercise price per share of such option, multiplied by the number of shares of Class A Common Stock underlying such option.

(3) 1-for-1.

(4) The terms of these restricted share units provided that the reporting person would, subject to the satisfaction of various time vesting requirements, receive the underlying shares of Class A Common Stock after a six-month period following the termination of his

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employment.

- Pursuant to the terms of the Merger Agreement, such restricted share units, whether or not fully vested, were cancelled in exchange for the right to receive a cash payment of \$43.875 per underlying share of Class A Common Stock. In addition, pursuant to the terms of the
- (5) Merger Agreement, a payment in the amount of \$1.00 per share of Class A Common Stock underlying such units was made on May 16, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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