BRONFMAN MATTHEW
Form 4
July 13, 2006

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRONFMAN MATTHEW
(Last) (First) (Middle)
300 MEADOWMONT VILLAGE CIRCLE, SUITE 333
(Street)
CHAPEL HILL, NC 27517
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
James River Group, INC [JRVR]

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Manager of JRG Seven, LLC

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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) Code | V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | | | | | | | | 14,371 | D | |
| Common Stock, par value $0.01 per share | | | | | | | | 87,854 | I | By Bronfman Associates III |
| Common Stock, par value $0.01 per share | | | | | | | | 1,632,688 | I | By JRG Seven, LLC (1) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock, par value $0.01 per share | | | | | | | 6,500 | I | By Matthew Bronfman Long Term Trust (2) |
| Common Stock, par value $0.01 per share | 08/12/2005 | | P | 2,000 | A | $ 18 | 2,000 | I | By Matthew Bronfman's Wife |

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)**

| 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 Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships: Director | 10% Owner | Officer | Other |
|---|---|---|---|---|
| BRONFMAN MATTHEW<br>300 MEADOWMONT VILLAGE CIRCLE<br>SUITE 333<br>CHAPEL HILL, NC 27517 | X | X | | Manager of JRG Seven, LLC |
| JRG Seven LLC<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | | X | | |
| | | | | Trustee |

| | |
|---|---|
| Edgar M Bronfman Non-IDB Trust A under the 1942 EMBT<br>Donation dated May 1 1942<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | |
| Edgar M Bronfman Non-IDB Trust B under the 1942 EMBT<br>Donation dated May 1 1942<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |
| Edgar M Bronfman Non-IDB Trust C under the 1942 EMBT<br>Donation dated May 1 1942<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |
| Edgar M Bronfman Non-IDB Trust D under the 1942 EMBT<br>Donation dated May 1 1942<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |
| Edgar M Bronfman Non-IDB Trust E under the 1942 EMBT<br>Donation dated May 1 1942<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |
| Edgar M Bronfman Non-IDB Trust F under the 1942 EMBT<br>Donation<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |
| Edgar M Bronfman Non-IDB Trust G under the 1942 EMBT<br>Donation<br>C/O HOLTZ RUBENSTEIN REMNICK LLP<br>1430 BROADWAY, 17TH FLOOR<br>NEW YORK, NY 10018 | Trustee |

## Signatures

| | |
|---|---|
| /s/ E. Caperton Thomas, Attorney-in-Fact | 07/13/2006 |
| **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)** Matthew Bronfman is the manager of JRG Seven, LLC, but disclaims any beneficial ownership of any equity securities held by JRG Seven, LLC.

**(2)** Matthew Bronfman disclaims beneficial ownership of all common stock held by the Matthew Bronfman Long Term Trust.

**Remarks:**

See Exhibit 99 - Joint Filers

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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