

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* MERRILL LYNCH & CO INC (Last) (First) (Middle) 4 WORLD FINANCIAL CENTER (Street) NEW YORK, NY 10080 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VALIDUS HOLDINGS LTD [VR] 3. Date of Earliest Transaction (Month/Day/Year) 08/06/2007 4. If Amendment, Date Original Filed(Month/Day/Year) 08/16/2007	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	(A) or (D)	Price			
Common Shares	08/06/2007		S		100 (1)	D	\$ 21.73	5,714,285 (2) (3) (4)	I	See footnotes (2) (3) (5)
Common Shares	08/08/2007		P		1,000 (1)	A	\$ 22.47	5,715,285 (2) (3) (6)	I	See footnotes (2) (3) (5)
Common Shares	08/09/2007		S		800 (1)	D	\$ 21.81	5,714,485 (2) (3) (7)	I	See footnotes (2) (3) (5)
Common Shares	08/09/2007		S		200 (1)	D	\$ 21.85	5,714,285 (2) (3) (8)	I	See footnotes (2) (3) (5)
Common Shares	08/09/2007		S		200 (1)	D	\$ 21.86	5,714,085 (2) (3) (9)	I	See footnotes (2) (3) (5)
Common Shares	08/09/2007		S		100 (1)	D	\$ 21.93	5,713,985 (2) (3) (10)	I	See footnotes (2) (3) (5)
Common Shares	08/09/2007		S		100 (1)	D	\$ 21.97	5,713,885 (2) (3) (11)	I	See footnotes (2) (3) (5)
Common Shares	08/14/2007		S		100 (1)	D	\$ 22	5,713,785 (2) (3) (12)	I	See footnotes (2) (3) (5)
Common Shares	08/14/2007		S		400 (1)	D	\$ 22.01	5,713,385 (2) (3) (13)	I	See footnotes
Common Shares	08/14/2007		P		100 (1)	A	\$ 22.04	5,713,485 (2) (3) (14)	I	See footnotes
Common Shares	08/14/2007		S		200 (1)	D	\$ 22.06	5,713,285 (2) (3) (15)	I	See footnotes
Common Shares	08/14/2007		P		400 (1)	A	\$ 22.07	5,713,685 (2) (3) (16)	I	See footnotes
Common Shares	08/15/2007		S		100 (1)	D	\$ 21.76	5,713,585 (2) (3) (17)	I	See footnotes
Common Shares	08/15/2007		S		100 (1)	D	\$ 21.77	5,713,485 (2) (3) (18)	I	See footnotes

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)				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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRILL LYNCH & CO INC 4 WORLD FINANCIAL CENTER NEW YORK, NY 10080	X			

Signatures

Merrill Lynch & Co. Inc. By: Frank Marinaro	10/09/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The transactions reported on this Form reflect transactions executed by the error correction section of Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a wholly-owned subsidiary of Merrill Lynch & Co., Inc. ("ML&Co., Inc."), to correct errors made in connection with trades made on behalf of clients.

The Reporting Person disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein. In connection with all of the transactions reported on this Form, the Reporting Person has agreed to voluntarily remit appropriate profits, if any, to Validus Holdings Ltd. The Reporting Person disclaims that the transactions reported on this Form are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.

(2) 4,285,714 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"), a partnership of which MLGPE LTD. is the general partner, which is a wholly-owned subsidiary of ML Global Private Equity Partners, L.P., the general partner of which is Merrill Lynch GP, Inc., which is a wholly-owned subsidiary of Merrill Lynch Group, Inc., which is a wholly-owned subsidiary of ML&Co., Inc. 1,428,571 shares are owned directly by Merrill Lynch Ventures L.P. 2001, a partnership of which Merrill Lynch Ventures, L.L.C., is the general partner, which is a wholly-owned subsidiary of Merrill Lynch Group, Inc.

(4) No shares are owned directly by MLPFS.

(5) The Reporting Person may be deemed a director by virtue of the fact that an employee of an affiliate of the Reporting Person serves as a director of the Issuer. ML&Co., Inc. disclaims its possible status as a director of the Issuer.

(6) 1,000 shares are owned directly by MLPFS.

(7) 200 shares are owned directly by MLPFS.

(8) No shares are owned directly by MLPFS.

(9) MLPFS' direct ownership is short 200 shares.

(10) MLPFS' direct ownership is short 300 shares.

(11) MLPFS' direct ownership is short 400 shares.

(12) MLPFS' direct ownership is short 500 shares.

(13) MLPFS' direct ownership is short 900 shares.

(14) MLPFS' direct ownership is short 800 shares.

(15) MLPFS' direct ownership is short 1,000 shares.

(16) MLPFS' direct ownership is short 600 shares.

(17) MLPFS' direct ownership is short 700 shares.

(18) MLPFS' direct ownership is short 800 shares.

Remarks:

This Amended Form 4 is the second of two Amended Forms 4 filed today amending Forms 4 initially filed on August 16, 2007 and August 20, 2007.

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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