

XL GROUP LTD
Form 4
March 02, 2017

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 *
Cooper Charles F.A.

(Last) (First) (Middle)
ONE BERMUDIANA ROAD
(Street)

HAMILTON, D0 HM 08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XL GROUP LTD [XL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive, Reinsurance

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
XL Common Shares	02/28/2017		A		7,689 (1) \$ 0	D	
XL Common Shares	02/28/2017		M		4,661 (2) \$ 0 (3)	D	
XL Common Shares	02/28/2017		M		295 (4) \$ 0 (5)	D	
XL Common	02/28/2017		M		3,914 (6) \$ 0 (3)	D	

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Shares								
XL Common Shares	02/28/2017	M	167 ⁽⁷⁾	A	\$ 0 <u>(5)</u>	123,160	D	
XL Common Shares	02/28/2017	M	5,316 <u>(8)</u>	A	\$ 0 <u>(3)</u>	128,476	D	
XL Common Shares	02/28/2017	M	120 ⁽⁹⁾	A	\$ 0 <u>(3)</u>	128,596	D	

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 40.49	02/28/2017		A	37,092	<u>(10)</u>	02/28/2027	Common Shares	37,092
Restricted Stock Units	<u>(3)</u>	02/28/2017		A	6,175	<u>(11)</u>	<u>(11)</u>	Common Shares	6,175
Restricted Stock Units	<u>(3)</u>	02/28/2017		M	4,661	<u>(12)</u>	<u>(12)</u>	Common Shares	4,661
Dividend Equivalent Rights	<u>(5)</u>	02/28/2017		M	295	<u>(5)</u>	<u>(5)</u>	Common Shares	295
Restricted Stock Units	<u>(3)</u>	02/28/2017		M	3,914	<u>(13)</u>	<u>(13)</u>	Common Shares	3,914

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- (14) Restricted stock units granted on February 28, 2016 vested in three equal annual installments on each anniversary of the grant date (February 28, 2017, 2018 and 2019), provided the reporting person's employment continues through such vesting dates.

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.