

Flowers J. Christopher  
 Form 4  
 May 26, 2011

**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 \*  
 Flowers J. Christopher

2. Issuer Name and Ticker or Trading Symbol  
 Enstar Group LTD [ESGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

717 FIFTH AVE., 26TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/24/2011

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

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

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: Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Ordinary Shares	05/24/2011		M	371.2	A	①	1,184,926.2	D
							\$	
Ordinary Shares	05/24/2011		D①	371.2	D	97.03	1,184,555	D
						①		
Ordinary Shares	05/24/2011		M	4,515	A	②	1,189,070	D
Ordinary Shares	05/24/2011		M	3,610	A	③	1,192,680	D
Ordinary Shares							285,714	I
								By investment

partnerships  
(4)

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Units	(1)	05/24/2011		M	371.2	(1)	(1)	Ordinary Shares	371.2
Restricted Share Units	(2)	05/24/2011		M	4,515	(2)	(2)	Ordinary Shares	4,515
Share Units	(3)	05/24/2011		M	3,610.369	(3)	(3)	Ordinary Shares	3,610.369

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flowers J. Christopher 717 FIFTH AVE. 26TH FLOOR NEW YORK, NY 10022		X		

## Signatures

/s/ J. Christopher Flowers  
05/26/2011  
\*\*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).

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(1) Each deferred unit was the economic equivalent of one ordinary share of the issuer. Pursuant to the terms of plan under which they were granted, the deferred units were settled in cash following Mr. Flowers' resignation from the issuer's board of directors. For each deferred unit, the issuer paid Mr. Flowers the cash equivalent of the closing share price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share). Although for reporting purposes the transaction is listed as a disposition to the issuer of a number of ordinary shares equal to the number of deferred units, no ordinary shares in respect of these deferred units were ever issued to Mr. Flowers.

(2) Each restricted share unit was the economic equivalent of one ordinary share of the issuer. The restricted share units were settled for an equal number of ordinary shares of the issuer, with fractional shares settled in cash based on the closing price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share).

(3) Each share unit was the economic equivalent of one ordinary share of the issuer. The share units were settled for an equal number of ordinary shares of the issuer, with fractional shares settled in cash based on the closing price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share).

(4) Mr. Flowers holds an indirect interest in the reported securities through a pecuniary interest in, and the exercise of investment discretion over, 285,714 ordinary shares through (a) JCF Associates II Ltd., of which he is the sole director, and JCF Associates II-A LLC, of which he is the managing member, on behalf of J.C. Flowers II L.P., J.C. Flowers II-A L.P. and J.C. Flowers II-B L.P. and (b) FSO GP Ltd., of which he is the sole director, on behalf of Financial Service Opportunities L.P. (collectively, the "Funds"). Mr. Flowers disclaims beneficial ownership of the ordinary shares held by the Funds except to the extent of any pecuniary interest therein. This disclosure shall not be construed as an admission that Mr. Flowers is the beneficial owner of the Funds' shares.

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.