

XL GROUP LTD
Form 4
March 02, 2017

FORM 4

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

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

**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
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(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
X Officer (give title below) ____ Other (specify
below)

Chief Executive, Reinsurance

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
XL Common Shares	02/28/2017		A	7,689 (1)	A \$ 0 114,123	D	
XL Common Shares	02/28/2017		M	4,661 (2)	A \$ 0 (3)	118,784	D
XL Common Shares	02/28/2017		M	295 (4)	A \$ 0 (5)	119,079	D
XL Common	02/28/2017		M	3,914 (6)	A \$ 0 (3)	122,993	D

Shares

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

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 Underlying Security (Instr. 3 and 4)			
				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

Dividend Equivalent Units	(5)	02/28/2017	M	167	(5)	(5)	Common Shares	16
Restricted Stock Units	(3)	02/28/2017	M	5,316	(14)	(14)	Common Shares	5,3
Dividend Equivalent Units	(5)	02/28/2017	M	120	(5)	(5)	Common Shares	12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Charles F.A. ONE BERMUDIANA ROAD HAMILTON, D0 HM 08			Chief Executive, Reinsurance	

Signatures

Hannah Orowitz, Attorney-in-Fact for Charles F.A. Cooper

03/02/2017

 **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) Represents settlement of long-term incentive awards for the 2014-2016 performance cycle.
- (2) Shares acquired in relation to the 2014 restricted stock unit award vesting.
- (3) Each restricted stock unit represents a contingent right to receive one XL common share.
- (4) Shares acquired in relation to the 2014 dividend equivalent unit award vesting.

(5) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued as dividends were paid on XL common shares and vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL common share.

- (6) Shares acquired in relation to the 2015 restricted stock unit award vesting.
- (7) Shares acquired in relation to the 2015 dividend equivalent unit award vesting.
- (8) Shares acquired in relation to the 2016 restricted stock unit award vesting.
- (9) Shares acquired in relation to the 2016 dividend equivalent unit awards vesting.

- (10) Exercisable in three equal installments commencing on the first anniversary of the grant.

- (11) Restricted stock units granted on February 28, 2017 vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020), provided the reporting person's employment continues through such vesting dates.
- (12) Restricted stock units granted on February 28, 2014 vested in three equal annual installments on each anniversary of the grant date (February 28, 2015, 2016 and 2017), provided the reporting person's employment continues through such vesting dates.
- (13) Restricted stock units granted on February 28, 2015 vest in three equal annual installments on each anniversary of the grant date (February 28, 2016, 2017 and 2018), provided the reporting person's employment continues through such vesting dates.

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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.

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