

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

December 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARRETTE RAYMOND JOSEPH RENE**

(Last) (First) (Middle)

C/O WHITE MOUNTAINS  
INSURANCE GROUP, 80 SOUTH  
MAIN STREET

(Street)

HANOVER, NH 03755

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WHITE MOUNTAINS  
INSURANCE GROUP LTD [WTM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/21/2016

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 Officer / Chairman of the Board

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	12/21/2016		M	1,000 A \$ 742	43,502 <sup>(1)</sup>	D	
Common Shares	12/21/2016		F	863 D \$ 859.65	42,639 <sup>(1)</sup>	D	
Common Shares	12/21/2016		G <sup>(2)</sup>	V 500 D \$ 0	42,139 <sup>(1)</sup>	D	
Common Shares	12/22/2016		M	1,000 A \$ 742	43,139 <sup>(1)</sup>	D	
	12/22/2016		F	875 D \$ 847.1	42,264 <sup>(1)</sup>	D	

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Common Shares									
Common Shares	12/22/2016	G <sup>(2)</sup>	V	500	D	\$ 0	41,764 <sup>(1)</sup>	D	
Common Shares	12/23/2016	M		2,000	A	\$ 742	43,764 <sup>(1)</sup>	D	
Common Shares	12/23/2016	F		1,735	D	\$ 854.95	42,029 <sup>(1)</sup>	D	
Common Shares	12/23/2016	G <sup>(2)</sup>		1,000	D	\$ 0	41,029 <sup>(1)</sup>	D	
Common Shares							7,999	I	by Grantor Retained Annuity Trust
Common Shares (restricted)							5,000	D	
Common Shares							6,106	I	By IRA
Common Shares							717	I	By 401(k)

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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(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. Amount or Number of Shares
Common Share	\$ 742	12/21/2016		M	1,000	<sup>(3)</sup> 01/20/2017	Common Shares	1,000

Options  
(right to  
buy)

Common  
Share

Options (right to buy)	\$ 742	12/22/2016	M	1,000	<u>(3)</u>	01/20/2017	Common Shares	1,000
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Common  
Share

Options (right to buy)	\$ 742	12/23/2016	M	2,000	<u>(3)</u>	01/20/2017	Common Shares	2,000
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETTE RAYMOND JOSEPH RENE C/O WHITE MOUNTAINS INSURANCE GROUP 80 SOUTH MAIN STREET HANOVER, NH 03755	X		Chief Executive Officer	Chairman of the Board

## Signatures

Wesley C. Bell, by Power of  
Attorney

12/23/2016

\_\_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) Includes shares held in accounts jointly owned by the Reporting Person and his spouse.

(2) Gift to charitable foundation.

(3) All of the options are fully vested and exercisable.

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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