Hendrick Gregory Form 4 March 04, 2013

## 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* Hendrick Gregory

(Middle)

(Zin)

(First)

100 WASHINGTON BLVD

(Street)

STAMFORD, CT 06902

(State)

2. Issuer Name and Ticker or Trading Symbol

XL GROUP PLC [XL]

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

02/28/2013

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

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**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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

CEO, XL Insurance

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City)	(State)	e 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
VI			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
XL Ordinary Shares	02/28/2013		M	9,123 (1)	A	\$ 0 (2)	74,733	D	
XL Ordinary Shares	02/28/2013		M	570 (3)	A	\$ 0 (4)	75,303	D	
XL Ordinary Shares	02/28/2013		F	3,294 (5)	D	\$0	72,009	D	
XL Ordinary	02/28/2013		A	6,157 (6)	A	\$ 0	78,166	D	

**Shares** 

Shares

XL

Ordinary 02/28/2013

F 2,074

D \$0 76,092

SEC 1474

(9-02)

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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 28.64	02/28/2013		A	109,413		(8)	02/28/2023	Ordinary Shares	109
Restricted Stock Units	<u>(2)</u>	02/28/2013		M		9,123	<u>(9)</u>	(9)	Ordinary Shares	9,
Dividend Equivalent Rights	<u>(4)</u>	02/28/2013		M		570	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	5

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hendrick Gregory

100 WASHINGTON BLVD CEO, XL Insurance

STAMFORD, CT 06902

**Signatures** 

Karen Kanjian, Attorney in Fact for Gregory Hendrick 03/04/2013

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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) Shares acquired in relation to the 2010 restricted stock unit award vesting.
- (2) Each restricted stock unit represents a contingent right to receive one XL ordinary share.
- (3) Shares acquired in relation to the 2010 dividend equivalent units award vesting.
- (4) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on XL ordinary shares. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- (5) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- (6) Represents settlement of long-term incentive awards for the 2010-2012 performance cycle.
- (7) Shares disposed of represent withholding to satisfy tax obligations on vesting of long-term incentives for the 2010-2012 performance cycle.
- (8) Exercisable in three equal annual installments commencing on the first anniversary of the grant.
- (9) Restricted stock units granted on February 28, 2010 vested in three equal annual installments on each anniversary of the grant date (February 28, 2011, 2012 and 2013).

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.