

XL GROUP PLC  
Form 4  
March 04, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Robb Stephen

(Last) (First) (Middle)

100 WASHINGTON BLVD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2014

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)

Corporate Controller

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 or Price (A) or (D)		
XL Ordinary Shares	02/28/2014		A		3,404 <sup>(1)</sup> \$ 0	D	
XL Ordinary Shares	02/28/2014		F		1,160 <sup>(2)</sup> \$ 30.4	D	
XL Ordinary Shares	02/28/2014		M		3,569 <sup>(3)</sup> \$ 0 <sup>(4)</sup>	D	
XL Ordinary Shares	02/28/2014		M		213 <sup>(5)</sup> \$ 0 <sup>(6)</sup>	D	

Edgar Filing: XL GROUP PLC - Form 4

Shares							
XL Ordinary Shares	02/28/2014	F	<u>1,266</u> <sup>(7)</sup>	D	\$ 30.4	20,018	D
XL Ordinary Shares	02/28/2014	M	<u>4,448</u> <sup>(8)</sup>	A	\$ 0	24,466	D
XL Ordinary Shares	02/28/2014	M	169 <sup>(9)</sup>	A	\$ 0	24,635	D
XL Ordinary Shares	02/28/2014	F	<u>1,573</u> <sup>(10)</sup>	D	\$ 30.4	23,062	D
XL Ordinary Shares	02/28/2014	M	<u>4,801</u> <sup>(11)</sup>	A	\$ 0	27,863	D
XL Ordinary Shares	02/28/2014	M	87 <sup>(12)</sup>	A	\$ 0	27,950	D
XL Ordinary Shares	02/28/2014	F	<u>1,665</u> <sup>(10)</sup>	D	\$ 30.4	26,285	D

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.**

SEC 1474  
(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
Restricted Stock Units	<u>(4)</u>	02/28/2014		A	13,570	<u>(13)</u>	<u>(13)</u>	Ordinary Shares	13,570
Restricted Stock	<u>(4)</u>	02/28/2014		M	3,569	<u>(14)</u>	<u>(14)</u>	Ordinary Shares	3,569



## Edgar Filing: XL GROUP PLC - Form 4

- (8) Shares acquired in relation to the 2012 restricted stock unit award vesting.
- (9) Shares acquired in relation to the 2012 dividend equivalent units award vesting.
- (10) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- (11) Shares acquired in relation to the 2013 restricted stock unit award vesting.
- (12) Shares acquired in relation to the 2013 dividend equivalent unit award vesting.
- (13) Restricted stock units granted on February 28, 2014 vest 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.
- (14) Restricted stock units granted on February 28, 2011 vest in three equal annual installments on each anniversary of the grant date (February 28, 2012, 2013 and 2014), provided the reporting person's employment continues through such vesting dates.
- (15) Restricted stock units granted on February 28, 2012 vested in three equal annual installments on each anniversary of the grant date (February 28, 2013, 2014 and 2015), provided the reporting person's employment continues through such vesting dates.
- (16) Restricted stock units granted on February 28, 2013 will vest in three equal annual installments on each anniversary of the grant date (February 28, 2014, 2015 and 2016), 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.