

XL GROUP PLC
Form 4
March 01, 2016

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 *
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)

02/28/2016

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)

Corporate Controller

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 Ordinary Shares	02/28/2016		A	5,986 (1)	A \$ 0 46,559	D	
XL Ordinary Shares	02/28/2016		F	2,056 (2)	D \$ 34.64 44,503	D	
XL Ordinary Shares	02/28/2016		M	4,801 (3)	A \$ 0 (4) 49,304	D	
XL Ordinary	02/28/2016		M	280 (5)	A \$ 0 (6) 49,584	D	

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Shares

XL Ordinary Shares	02/28/2016	F	1,727 (7)	D	\$ 34.64	47,857	D
XL Ordinary Shares	02/28/2016	M	4,523 (8)	A	\$ 0 (4)	52,380	D
XL Ordinary Shares	02/28/2016	M	178 (9)	A	\$ 0 (6)	52,558	D
XL Ordinary Shares	02/28/2016	F	1,616 (10)	D	\$ 34.64	50,942	D
XL Ordinary Shares	02/28/2016	M	3,798 (11)	A	\$ 0 (4)	54,740	D
XL Ordinary Shares	02/28/2016	M	73 (12)	A	\$ 0 (6)	54,813	D
XL Ordinary Shares	02/28/2016	F	1,331 (10)	D	\$ 34.64	53,482	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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	02/28/2016		A		11,909		(13)	(13)	Ordinary Shares	11,909
Restricted Stock	(4)	02/28/2016		M		4,801		(14)	(14)	Ordinary Shares	4,801

Units

Dividend Equivalent Rights	(6)	02/28/2016	M	280	(6)	(6)	Ordinary Shares	280
Restricted Stock Units	(4)	02/28/2016	M	4,523	(15)	(15)	Ordinary Shares	4,523
Dividend Equivalent Units	(6)	02/28/2016	M	178	(6)	(6)	Ordinary Shares	178
Restricted Stock Units	(4)	02/28/2016	M	3,798	(16)	(16)	Ordinary Shares	3,798
Dividend Equivalent Units	(6)	02/28/2016	M	73	(6)	(6)	Ordinary Shares	73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robb Stephen 100 WASHINGTON BLVD STAMFORD, CT 06902			Corporate Controller	

Signatures

Hannah Orowitz, Attorney-in-Fact for Stephen Robb 03/01/2016

__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) Represents settlement of long-term incentive awards for the 2013-2015 performance cycle.
- (2) Shares disposed of represent withholding to satisfy tax obligations on vesting of long-term incentives for the 2013-2015 performance cycle.
- (3) Shares acquired in relation to the 2013 restricted stock unit award vesting.
- (4) Each restricted stock unit represents a contingent right to receive one XL ordinary share.
- (5) Shares acquired in relation to the 2013 dividend equivalent unit award vesting.
- (6) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued as dividends were paid on XL ordinary shares and vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- (7) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.

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- (8) Shares acquired in relation to the 2014 restricted stock unit award vesting.
- (9) Shares acquired in relation to the 2014 dividend equivalent unit 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 2015 restricted stock unit award vesting.
- (12) Shares acquired in relation to the 2015 dividend equivalent unit award vesting.
- (13) Restricted stock units granted on February 28, 2016 vest 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.
- (14) Restricted stock units granted on February 28, 2013 vested in three equal annual installments on each anniversary of the grant date (February 28, 2014, 2015 and 2016), provided the reporting person's employment continued through such vesting dates.
- (15) 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.
- (16) 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.

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.