

Enstar Group LTD
Form 4
February 12, 2014

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 *
O'Shea Paul James

(Last) (First) (Middle)

P.O. BOX HM 2267, WINDSOR
PLACE, 3RD FLOOR, 22 QUEEN
STREET

(Street)

HAMILTON, D0 HM JX

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Enstar Group LTD [ESGR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2014

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)

Executive Vice President

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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/11/2014		S ⁽¹⁾		14,532	D	\$ 124.5817 ⁽²⁾	189,110	I	By the Elbow Trust ⁽³⁾
Ordinary Shares	02/11/2014		S ⁽¹⁾		13,268	D	\$ 124.0186 ⁽⁴⁾	175,842	I	By the Elbow Trust ⁽³⁾
Ordinary Shares	02/12/2014		S ⁽¹⁾		1,716	D	\$ 125.7391 ⁽⁵⁾	174,126	I	By the Elbow Trust ⁽³⁾
Ordinary	02/12/2014		S ⁽¹⁾		1,542	D	\$	172,584	I	By the

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Shares					124,5766 (6)			Elbow Trust (3)
Ordinary Shares	02/12/2014	S(1)	642	D	\$ 124	171,942	I	By the Elbow Trust (1)
Ordinary Shares						31,629	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Shea Paul James P.O. BOX HM 2267, WINDSOR PLACE 3RD FLOOR, 22 QUEEN STREET HAMILTON, D0 HM JX	X Executive Vice President

Signatures

/s/ Audrey B. Taranto by power of attorney
02/12/2014

**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) Effected pursuant to a Rule 10b5-1(c) sales plan adopted by the Elbow Trust on September 18, 2013 and modified on November 27, 2013.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.18 to \$125.17, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) through (6) of this Form 4.

(3) The trustee of the Elbow Trust is R&H Trust Co. (BVI) Limited. Mr. O'Shea and his immediate family are the sole beneficiaries of the Elbow Trust.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.00 to \$124.17, inclusive.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.20 to \$126.18, inclusive.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.18 to \$125.15, inclusive.

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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