

XL GROUP PLC
Form 4
March 03, 2015

FORM 4

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

OMB APPROVAL

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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)
02/28/2015

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
XL Ordinary Shares	02/28/2015		A		7,339 (1) \$ 0	D	
XL Ordinary Shares	02/28/2015		F		2,481 (2) \$ 36.2	D	
XL Ordinary Shares	02/28/2015		M		4,448 (3) \$ 0 (4)	D	
XL Ordinary Shares	02/28/2015		M		259 (5) \$ 0 (6)	D	

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Shares							
XL Ordinary Shares	02/28/2015	F	<u>1,604</u> ⁽⁷⁾	D	\$ 36.2	34,246	D
XL Ordinary Shares	02/28/2015	M	<u>4,801</u> ⁽⁸⁾	A	\$ 0	39,047	D
XL Ordinary Shares	02/28/2015	M	184 ⁽⁹⁾	A	\$ 0	39,231	D
XL Ordinary Shares	02/28/2015	F	<u>1,698</u> ⁽¹⁰⁾	D	\$ 36.2	37,533	D
XL Ordinary Shares	02/28/2015	M	<u>4,523</u> ⁽¹¹⁾	A	\$ 0	42,056	D
XL Ordinary Shares	02/28/2015	M	88 ⁽¹²⁾	A	\$ 0	42,144	D
XL Ordinary Shares	02/28/2015	F	<u>1,571</u> ⁽¹⁰⁾	D	\$ 36.2	40,573	D

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. 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>	02/28/2015		A	11,396	<u>(13)</u> <u>(13)</u>	Ordinary Shares 11,396
Restricted Stock	<u>(4)</u>	02/28/2015		M	4,448	<u>(14)</u> <u>(14)</u>	Ordinary Shares 4,448

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- (8) Shares acquired in relation to the 2013 restricted stock unit award vesting.
- (9) Shares acquired in relation to the 2013 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 2014 restricted stock unit award vesting.
- (12) Shares acquired in relation to the 2014 dividend equivalent unit award vesting.
- (13) 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.
- (14) 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.
- (15) 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.
- (16) Restricted stock units granted on February 28, 2014 vested 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.

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.