

LYLES KELLY JEAN
Form 4
March 02, 2018

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 *
LYLES KELLY JEAN

(Last) (First) (Middle)

XL SERVICES UK LIMITED, 70
GRACECHURCH STREET

(Street)

LONDON, X0 EC3V 0XL

(City) (State) (Zip)

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

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

02/28/2018

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)

CE, Client & Country Mgmt.

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 (A) or (D) Price		
XL Common Shares	02/28/2018		M		7,548 (1) A \$ 0 (2) 22,272	D	
XL Common Shares	02/28/2018		M		485 (3) A \$ 0 (4) 22,757	D	
XL Common Shares	02/28/2018		F		3,776 (5) D \$ 42.31 18,981	D	
XL Common	02/28/2018		M		4,605 (6) A \$ 0 (2) 23,586	D	

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Shares								
XL Common Shares	02/28/2018	M	307 ⁽⁷⁾	A	\$ 0 ⁽⁴⁾	23,893		D
XL Common Shares	02/28/2018	F	2,310 ⁽⁵⁾	D	\$ 42.31	21,583		D
XL Common Shares	02/28/2018	M	2,059 ⁽⁸⁾	A	\$ 0 ⁽²⁾	23,642		D
XL Common Shares	02/28/2018	M	46 ⁽⁹⁾	A	\$ 0 ⁽⁴⁾	23,688		D
XL Common Shares	02/28/2018	F	990 ⁽⁵⁾	D	\$ 42.31	22,698		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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 42.31	02/28/2018		A	19,343	⁽¹⁰⁾ 02/28/2028	Common Shares	19,343	
Restricted Stock Units	⁽²⁾	02/28/2018		A	4,728	⁽¹¹⁾ ⁽¹¹⁾	Common Shares	4,728	
Restricted Stock Units	⁽²⁾	02/28/2018		M	7,548	⁽¹²⁾ ⁽¹²⁾	Common Shares	7,548	

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- (9) Shares acquired in relation to the 2017 dividend equivalent unit award vesting.
- (10) Exercisable in three equal installments commencing on the first anniversary of the grant.
- (11) Restricted stock units granted on February 28, 2018 vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021), provided the reporting person's employment continues through such vesting dates.
- (12) Restricted stock units granted on September 9, 2014 vest in four installments on February 28, 2016, 2017, 2018 and 2019, provided the reporting person's employment continues through such vesting dates.
- (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, 2017 vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020), 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.

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