

Hendry W Myron
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 *
Hendry W Myron

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3007 NELA AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Platform Officer

ORLANDO, FL 32809

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		1,647 (1) \$ 0 (2) 4,892	D	
XL Common Shares	02/28/2018		M		37 (3) \$ 0 (4) 4,929	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)

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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)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 42.31	02/28/2018		A		15,474		Common Shares	15,474
Restricted Stock Units	(2)	02/28/2018		A		3,782		Common Shares	3,782
Restricted Stock Units	(2)	02/28/2018		M		1,647		Common Shares	1,647
Dividend Equivalent Rights	(4)	02/28/2018		M		37		Common Shares	37

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hendry W Myron 3007 NELA AVENUE ORLANDO, FL 32809			Chief Platform Officer	

Signatures

Hannah Orowitz, Attorney-in-Fact for W. Myron Hendry
03/02/2018

__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) Shares acquired in relation to the 2017 restricted stock unit award vesting.

(2) Each restricted stock unit represents a contingent right to receive one XL common share.

(3) Shares acquired in relation to the 2017 dividend equivalent unit award vesting.

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- (4) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on XL common stock. Each dividend equivalent right is the economic equivalent of one share of XL common stock.
- (5) Exercisable in three equal annual installments commencing on the first anniversary of the grant.
- (6) 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.
- (7) 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. 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.