

Hendrick Gregory
Form 4
February 09, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hendrick Gregory

(Last) (First) (Middle)

100 WASHINGTON BLVD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

XL GROUP LTD [XL]

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

02/07/2018

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)

President, P&C

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)
XL Common Shares	02/07/2018		M	32,290 A	\$ 36.9 173,258 ⁽¹⁾	D	
XL Common Shares	02/07/2018		M	2,710 A	\$ 36.9 175,968	D	
XL Common Shares	02/07/2018		S ⁽²⁾	35,000 D	\$ 40 ⁽³⁾ 140,968	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 36.9	02/07/2018		M	32,290	02/21/2011 02/21/2018	Common Shares 32,290
Employee Stock Option (Right to buy)	\$ 36.9	02/07/2018		M	2,710	02/21/2011 02/21/2018	Common Shares 2,710

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hendrick Gregory 100 WASHINGTON BLVD STAMFORD, CT 06902	President, P&C

Signatures

Hannah Orowitz, Attorney-in-Fact for Gregory
Hendrick

02/09/2018

__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) The Form 4 filed on March 13, 2017 erroneously overstated Mr. Hendrick's beneficial ownership of XL common shares by adding 1250 shares that were already included in Column 5. Table I now reflects the corrected number of XL common shares beneficially owned

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following the February 7, 2018 transaction.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 12, 2017 and is now concluded.
- (3) The price reported in Column 4 is the sale price. The reporting person undertakes to provide to XL Group Ltd, any security holder of XL Group Ltd or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold.

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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