

Keller Andre
Form 4
March 02, 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 *
Keller Andre

(Last) (First) (Middle)

XL CATLIN, BROOKFIELD
PLACE, 200 LIBERTY ST., 22ND
FLOOR

(Street)

NEW YORK, NY 10281

(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)

EVP, Chief Investment Officer

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 Indirect Beneficial Ownership (Instr. 4)
XL Common Shares	02/28/2018		M	(A) or (D) 2,676 (1)	\$ 0 (2) 2,789	D	
XL Common Shares	02/28/2018		M	60 (3)	A \$ 0 (4) 2,849	D	
XL Common Shares	02/28/2018		F	962 (5)	D \$ 42.31 1,887	D	

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

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(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
Restricted Stock Units	(2)	02/28/2018		A		14,182		(6)	(6)	Common Shares	14,182
Restricted Stock Units	(2)	02/28/2018		M		2,676		(7)	(7)	Common Shares	2,676
Dividend Equivalent Rights	(4)	02/28/2018		M		60		(4)	(4)	Common Shares	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Keller Andre XL CATLIN, BROOKFIELD PLACE 200 LIBERTY ST., 22ND FLOOR NEW YORK, NY 10281			EVP, Chief Investment Officer	

Signatures

Hannah Orowitz, Attorney-in-Fact for Andre Keller
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.

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- (3) Shares acquired in relation to the 2017 dividend equivalent unit award vesting.
- (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) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- (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.