

XL GROUP PLC
Form 4
September 03, 2013

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 *
Porrino Peter R

(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)

08/29/2013

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)

Chief Financial 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)
Ordinary Shares	08/29/2013		M	Amount 12,136 (1)	A \$ 0 (2) 37,196	D	
Ordinary Shares	08/29/2013		M	491 (3)	A \$ 0 (4) 37,687	D	
Ordinary Shares	08/29/2013		F	4,301	D \$ 29.97 33,386	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	8. De		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/29/2013		M		12,136		(5)	(5)	Ordinary Shares	12,136
Dividend Equivalent Rights	(4)	08/29/2013		M		491		(4)	(4)	Ordinary Shares	491

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Porrino Peter R 100 WASHINGTON BLVD STAMFORD, CT 06902	Chief Financial Officer

Signatures

/s/ Melinda Wang, Attorney-in-Fact for Peter Porrino 09/03/2013

__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) Represents shares acquired upon the vesting on August 29, 2013 of one third of the 2011 restricted stock unit award.
- (2) Each restricted stock unit represents a contingent right to receive one XL ordinary share.
- (3) Represents shares acquired upon the vesting on August 29, 2013 of a portion of the dividend equivalent units accrued with respect to the restricted stock unit award.
- (4) Settlement of dividend equivalent rights in connection with the vesting of restricted stock units. The rights accrue when and as dividends are paid on XL ordinary shares. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- (5) Restricted stock units granted on August 29, 2011 vest in three equal annual installments on the anniversary of the grant date (August 29, 2012, 2013 and 2014), provided the reporting person's employment continues through such vesting date.

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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