XL GROUP PLC Form 4 May 08, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Rosengarten Jacob D.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	XL GROUP PLC [XL] 3. Date of Earliest Transaction	(Check all applicable)			
100 WASHINGTON BLVD (Street)			(Month/Day/Year) 05/06/2015	Director 10% Owner Nother (give title Other (specification) below) Chief Enterprise Risk Officer 6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person			
			4. If Amendment, Date Original Filed(Month/Day/Year)				
STAMFORD, CT 06902				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)	Pransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Form: Direct Deneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Ordinary Shares	05/06/2015		Code V M	Amount 6,287 (1)	(D)	Price \$ 0 (2)	41,475	D			
Ordinary Shares	05/06/2015		M	197 (3)	A	\$ 0 (4)	41,672	D			
Ordinary Shares	05/06/2015		F	3,155 (5)	D	\$ 36.57	38,517	D			

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

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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)	4. Transacti Code (Instr. 8)	5. Number tion of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pi Deri Secu (Inst
			Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	05/06/2015	M	6,287	<u>(6)</u>	<u>(6)</u>	Ordinary Shares	6,287	\$
Dividend Equivalent Units	<u>(4)</u>	05/06/2015	M	197	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	197	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rosengarten Jacob D. 100 WASHINGTON BLVD STAMFORD, CT 06902

Chief Enterprise Risk Officer

Signatures

Hannah Orowitz, Power of Attorney-in-Fact for Jacob Rosengarten

05/08/2015

**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 2014 restricted stock unit award vesting.
- (2) Each restricted stock unit represents a contingent right to receive one XL ordinary share.
- (3) Shares acquired in relation to the 2014 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 ordinary shares. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- (5) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.

Reporting Owners 2

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(6) Restricted stock units granted on May 6, 2014 vest 20% upon the 1st anniversary of the grant date; 30% on the 2nd anniversary; 50% on 3rd anniversary and 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.