

WHITE MOUNTAINS INSURANCE GROUP LTD
Form SC 13G/A
March 21, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 13)***

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

G9618E 10 7

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G9618E 10 7

1. Names of Reporting Persons
S.S. (OPTIONAL) OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

John J. Byrne

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

| | | |
|---|----|--------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 704,399** |
| | 6. | Shared Voting Power 32,793** |
| | 7. | Sole Dispositive Power 704,399** |
| | 8. | Shared Dispositive Power 32,793** |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
737,192**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
7.0% **

12. Type of Reporting Person (See Instructions)
IN

** For additional information, see Schedule A hereto.

Item 1.

- (a) Name of Issuer
White Mountains Insurance Group, Ltd.
- (b) Address of Issuer's Principal Executive Offices
80 South Main Street

Hanover, New Hampshire 03755

Item 2.

- (a) Name of Person Filing
John J. Byrne
- (b) Address of Principal Business Office or, if none, Residence
80 South Main Street

Hanover, New Hampshire 03755
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Shares
- (e) CUSIP Number
G9618E 10 7

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - See Schedule A hereto.
- (b) Percent of class:
 - See Schedule A hereto.
- (c) Number of shares as to which the person has:
 - See Schedule A hereto.
 - (i) Sole power to vote or to direct the vote
 - (ii) See Schedule A hereto.
Shared power to vote or to direct the vote
 - (iii) See Schedule A hereto.
Sole power to dispose or to direct the disposition of
 - (iv) See Schedule A hereto.
Shared power to dispose or to direct the disposition of
 - See Schedule A hereto.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 21, 2008

By:

/s/ John J. Byrne
Signature

Schedule A

BENEFICIAL OWNERSHIP AND VOTING OF COMMON SHARES

The 7.0% of the common shares of White Mountains Insurance Group, Ltd. (the Company) shown in the foregoing Schedule 13G as beneficially owned by Mr. John J. Byrne and/or Mrs. Dorothy M. Byrne was calculated using 10,553,572 common shares of the Company outstanding on December 31, 2007 as shown in the official records of the Company.

The 737,192 common shares of the Company shown in the foregoing Schedule 13G as beneficially owned by Mr. Byrne represent (a) 704,399 shares held directly by Mr. Byrne as to which Mr. Byrne has dispositive and voting power; (b) 1,221 shares held directly by Mrs. Byrne as to which Mrs. Byrne has dispositive and voting power; (c) 16,081 shares held by a foundation as to which Mr. Byrne and/or Mrs. Byrne have dispositive and voting power; and (d) 15,491 shares held by Memorial Sloan-Kettering Cancer Center (MSK) pursuant to a letter agreement between MSK and Mr. and Mrs. Byrne dated December 30, 1992, as to which Mrs. Byrne shares dispositive and voting power.

On January 22, 2007, Mr. and Mrs. Byrne irrevocably granted full proxy to vote certain of the shares shown above as beneficially owned by them (totaling 705,620 shares as of December 31, 2007) to Mr. Raymond Barrette, Chairman and Chief Executive Officer of the Company, until the earlier of (i) January 1, 2012 or (ii) the death of John J. Byrne.

* Mr. Byrne disclaims beneficial ownership of the shares listed in (c) and (d) above.