Edgar Filing: Rich Simon Donald - Form 4

| Rich Simon | Donald | | | | | | | | | | |
|--|-------------------------|---|--------------------|-------------------------------|---|-------|---|---|--------------------------------------|-----------------------|------|
| Form 4 | | | | | | | | | | | |
| January 04, | 2011 | | | | | | | | | | |
| FORM | ЛЛ | | | | | | | | | PPROVA | ۱L |
| | UNITED | STATES S | SECU | RITIES A | ND EX | CHA | NGE | COMMISSIO | N OMB | 0005 | 0007 |
| | | | Wa | shington | , D.C. 20 | 549 | | | Number: | 3235- | 0287 |
| Check t | nger | | | | | | | | Expires: | Januar | - |
| if no longer subject to STATEMENT OF CHANGES IN BENEFICIA | | | | | | | AL OV | WNERSHIP O | F . Estimated | | 2005 |
| Section 16. SECURITIES | | | | | | | | | burden ho | | |
| Form 4 | | | | | | | | | response | | 0.5 |
| Form 5 obligati | ong * | | | | | | | nge Act of 1934 | | | |
| may con | | | | • | • | - | • | of 1935 or Sect | ion | | |
| See Inst | | 30(h) c | of the I | nvestment | Compar | iy Ao | ct of 1 | 940 | | | |
| 1(b). | | | | | | | | | | | |
| (Drint or Tuno | Decreace) | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1 Name and | Address of Reporting | Person * | 2 I.a. | er Name an o | I Tieker or | Tradi | ina | 5 Relationship | of Reporting Pe | rson(s) to | |
| Rich Simo | | | 2. Issue Symbol | | | Hau | ing | Issuer | | | |
| | | | - | | ר דאז ר | | | | | | |
| | | | XL GROUP PLC [XL] | | | | | (Check all applicable) | | | |
| (Last) | (First) (| | | of Earliest T | ransaction | | | | 10 | ~ ~ | |
| | | | | Month/Day/Year) 2/31/2010 | | | Director 10% Owner X_ Officer (give title Other (specify | | | | |
| ROAD | E, ONE DERIVIUI | DIANA | 12/31/2 | 2010 | | | | below) | below) | ier (speen) | |
| KOAD | | | | | | | | SVP, | Corporate Contr | oller | |
| | (Street) | 4 | 4. If Am | . If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | |] | Filed(Mo | onth/Day/Yea | r) | | | Applicable Line) | | | |
| | | | | | | | | | y One Reporting F More than One F | | |
| HAMILTO | N, D0 HM 11 | | | | | | | Person | whole than one F | eporting | |
| (City) | (State) | (Zip) | Tab | la I Nan I | Doministrico | See | uitian A | cquired, Disposed | of on Donoficio | | J |
| | | | | | | | nues A | | | - | |
| 1.Title of | 2. Transaction Date | | | | 4. Securities ionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature Indirect | of |
| Security (Instr. 3) | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | | Code | | | | Beneficially | (D) or Indirect | | 4] |
| (IIIsu. 5) | | | | (Instr. 8) | | | | Owned | (I) | Ownershi | |
| | | | | × / | × / | | · | Following | (Instr. 4) | (Instr. 4) | |
| | | | | | | (A) | | Reported | | | |
| | | | | | | or | | Transaction(s) | | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Densin 1 D | | - f 1 - 1 | 6 | | C: _: _ 11 | | | | | | |
| Keminder: Re | port on a separate line | e for each clas | ss of sec | urities benei | - | | - | · · · · · · · · · · · · · · · · · · · | | | |
| | | | | | Perso | ns w | no res | pond to the colle | ection of | SEC 1474 | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. P |
|-------------|-------------|---------------------|--------------------|------------|-----------------|-------------------------|------------------------|------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onof Derivative | Expiration Date | Underlying Securities | Der |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | Seci |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquire (A) or Dispose (D) (Instr. 3, and 5) | d of | | | | | (Ins |
|----------------------------------|------------------------------------|------------|------------------|---------|----|---|------|---------------------|--------------------|-----------------------------|--|------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Dividend Equivalent Rights | <u>(1)</u> | 12/31/2010 | | А | | 82.85 | | <u>(1)</u> | <u>(1)</u> | Class A Common Shares | 82.85 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|---------------------------|-------|--|--|--|--|
| I O | Director | 10% Owner | Officer | Other | | | | |
| Rich Simon Donald XL HOUSE ONE BERMUDIANA ROAD HAMILTON, D0 HM 11 | | | SVP, Corporate Controller | | | | | |
| Signatures | | | | | | | | |
| John Kelly, Attorney in fact for Simon Rich | • | 01/ | /04/2011 | | | | | |
| **Signature of Reporting Person | | | Date | | | | | |
| Explanation of Responses: | | | | | | | | |

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) Dividend equivalent rights accrued on 2010 restricted stock unit award. Dividends will vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one share of XL common stock

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.