

Robb Stephen
Form 4
March 01, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Robb Stephen

(Last) (First) (Middle)

ONE BERMUDIANA ROAD

(Street)

HAMILTON, D0 HM08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XL GROUP PLC [XL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares | 02/28/2012 | | M | | 5,109 (1) \$ 0 (2) | 17,873 | D |
| Ordinary Shares | 02/28/2012 | | M | | 216 (3) \$ 0 (4) | 18,089 | D |
| Ordinary Shares | 02/28/2012 | | M | | 3,569 (5) \$ 0 (2) | 21,658 | D |
| Ordinary Shares | 02/28/2012 | | M | | 75 (6) \$ 0 (4) | 21,733 | 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 |
| Dividend Equivalent Rights | (4) | 02/28/2012 | | M | 216 | (4) (4) | Ordinary Shares 216 |
| Dividend Equivalent Rights | (4) | 02/28/2012 | | M | 75 | (4) (4) | Ordinary Shares 75 |
| Restricted Stock Units | (2) | 02/28/2012 | | M | 5,109 | (7) (7) | Ordinary Shares 5,109 |
| Restricted Stock Units | (2) | 02/28/2012 | | M | 3,569 | (8) (8) | Ordinary Shares 3,569 |
| Restricted Stock Units | (2) | 02/28/2012 | | A | 13,344 | (9) (9) | Ordinary Shares 13,344 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robb Stephen ONE BERMUDIANA ROAD HAMILTON, D0 HM08 | | | Corporate Controller | |

Signatures

John Kelly, Attorney in Fact for Stephen Robb
03/01/2012

**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 2010 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 2010 dividend equivalent units 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 acquired in relation to the 2011 restricted stock unit award vesting.
- (6) Shares acquired in relation to the 2011 dividend equivalent units award vesting.
- (7) Restricted stock units granted on February 28, 2010 vest in three equal annual installments on each anniversary of the grant date (February 28, 2011, 2012 and 2013), provided the reporting person's employment continues through such vesting dates.
- (8) Restricted stock units granted on February 28, 2011 vest in three equal annual installments on each anniversary of the grant date (February 28, 2012, 2013 and 2014), provided the reporting person's employment continues through such vesting dates.
- (9) Restricted stock units granted on February 28, 2012 will vest in three equal annual installments on each anniversary of the grant date (February 28, 2013, 2014 and 2015), 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.