

Robb Stephen
Form 4
March 04, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)
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)
02/28/2013

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		
XL Ordinary Shares	02/28/2013		A		3,601 (1) \$ 0 7,651	D	
XL Ordinary Shares	02/28/2013		F		1,417 (2) \$ 0 6,234	D	
XL Ordinary Shares	02/28/2013		M		5,109 (3) A \$ 0 (4) 11,343	D	
XL Ordinary Shares	02/28/2013		M		320 (5) A \$ 0 (6) 11,663	D	

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Shares							
XL Ordinary Shares	02/28/2013	F	<u>1,842</u> (7)	D	\$ 0	9,821	D
XL Ordinary Shares	02/28/2013	M	<u>3,569</u> (8)	A	\$ 0	13,390	D
XL Ordinary Shares	02/28/2013	M	145 <u>(9)</u>	A	\$ 0	13,535	D
XL Ordinary Shares	02/28/2013	F	<u>1,266</u> (7)	D	\$ 0	12,269	D
XL Ordinary Shares	02/28/2013	M	<u>4,448</u> (10)	A	\$ 0	16,717	D
XL Ordinary Shares	02/28/2013	M	85 <u>(11)</u>	A	\$ 0	16,802	D
XL Ordinary Shares	02/28/2013	F	<u>1,544</u> (7)	D	\$ 0	15,258	D

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

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SEC 1474
(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
Restricted Stock Units	<u>(4)</u>	02/28/2013		A	14,403	<u>(12)</u>	<u>(12)</u>	Ordinary Shares	14,403
Restricted Stock	<u>(4)</u>	02/28/2013		M	5,109	<u>(13)</u>	<u>(13)</u>	Ordinary Shares	9,123

Units									
Dividend Equivalent Rights	<u>(6)</u>	02/28/2013	M	320	<u>(6)</u>	<u>(6)</u>	Ordinary Shares	570	
Restricted Stock Units	<u>(4)</u>	02/28/2013	M	3,569	<u>(14)</u>	<u>(14)</u>	Ordinary Shares	3,569	
Dividend Equivalent Units	<u>(6)</u>	02/28/2013	M	145	<u>(6)</u>	<u>(6)</u>	Ordinary Shares	145	
Restricted Stock Units	<u>(4)</u>	02/28/2013	M	4,448	<u>(15)</u>	<u>(15)</u>	Ordinary Shares	4,448	
Dividend Equivalent Units	<u>(6)</u>	02/28/2013	M	85	<u>(6)</u>	<u>(6)</u>	Ordinary Shares	85	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robb Stephen 100 WASHINGTON BLVD STAMFORD, CT 06902			Corporate Controller	

Signatures

Karen Kanjian, Attorney in Fact for Stephen Robb	03/04/2013
<u> </u> <small>**Signature of Reporting Person</small>	<u> </u> <small>Date</small>

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 settlement of long-term incentive awards for the 2010-2012 performance cycle.
- (2) Shares disposed of represent withholding to satisfy tax obligations on vesting of long-term incentives for the 2010-2012 performance cycle.
- (3) Shares acquired in relation to the 2010 restricted stock unit award vesting.
- (4) Each restricted stock unit represents a contingent right to receive one XL ordinary share.
- (5) Shares acquired in relation to the 2010 dividend equivalent units award vesting.
- (6) 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.
- (7) Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- (8) Shares acquired in relation to the 2011 restricted stock unit award vesting.

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- (9) Shares acquired in relation to the 2011 dividend equivalent unit awards vesting.
- (10) Shares acquired in relation to the 2012 restricted stock unit award vesting.
- (11) Shares acquired in relation to the 2012 dividend equivalent unit award vesting.
- (12) Restricted stock units granted on February 28, 2013 vest in three equal annual installments on each anniversary of the grant date (February 28, 2014, 2015 and 2016), provided the reporting person's employment continues through such vesting dates.
- (13) Restricted stock units granted on February 28, 2010 vested in three equal annual installments on each anniversary of the grant date (February 28, 2011, 2012 and 2013).
- (14) 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.
- (15) 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.