## Edgar Filing: XL GROUP LTD - Form 4

XL GROUP LTD Form 4										
April 04, 2017									PPROVAL	
-	UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16.	STATEM	IENT OI	F CHAN	NGES IN SECUI	Expires: Estimated burden hou	0				
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	-	a) of the l	Public U	tility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940	response	•	
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> MCGAVICK MICHAEL S			Symbol	er Name <b>an</b> OUP LT		or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (I	First) (1	Middle)	3. Date of Earliest Transaction				(Cho	eck all applicabl	e)	
O'HARA HOUSE, ONE BERMUDIANA ROAD			(Month/Day/Year) 03/31/2017				XDirector10% Owner XOfficer (give titleOther (specify below) below) Chief Executive Officer			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
HAMILTON, D0							Person		eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-l			cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	-	-	-			
					infor requ	mation cont ired to resp lays a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year) (Instr. 8		8)	Acquired ( or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	<u>(1)</u>	03/31/2017		А		264.11		(1)	(1)	Common Shares	264.11 (1)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
L O	Director	10% Owner	Officer	Other				
MCGAVICK MICHAEL S O'HARA HOUSE ONE BERMUDIANA ROAD HAMILTON, D0 HM 08	Х		Chief Executive Officer					
Signatures								

/s/ Hannah Orowitz, Attorney-in-Fact for Michael S. McGavick

\*\*Signature of Reporting Person

## **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 2017 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 XL common share.

04/04/2017

Date

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.

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