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WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4 May 28, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB APPROVAL		
						OMB Number:	r: 3235-0287		
	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations obligations 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						January 31,		
subject to Section 1 Form 4 of Form 5							Expires: 2005 Estimated average burden hours per response 0.5		
may cont <i>See</i> Instru 1(b).	inue.		vestment Comp)II			
(Print or Type F	Responses)								
	ddress of Reporting Pe	Symbol	r Name and Ticker		5. Relationship of Reporting Person(s) to Issuer				
			ANCE GROUP		(Check all applicable)				
(Last)	(First) (Mid	ddle) 3. Date of (Month/D	f Earliest Transactio	on	X Director Officer (give				
	E MOUNTAINS CE GROUP, 80 SO EET	05/23/20	•		below)	below)			
HANOVED	(Street)		ndment, Date Origi nth/Day/Year)	nal	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HANOVER	, NH 03/33				Person				
(City)	(State) (Z	Tabl	e I - Non-Derivati	ve Securities Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if			curities ired (A) or osed of (D) . 3, 4 and 5) (A) or	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C			Code V Amor	unt (D) Price	(Instr. 3 and 4)				
Common Shares	05/23/2013		A 200	(1) A \$0	2,825	D			
Common Shares					50,000 (2)	I	See Footnote 1		
Common Shares					14	I	By 401(k)		
Reminder: Rep	ort on a separate line for	or each class of secu	rities beneficially o	wned directly or	indirectly.				

Persons who respond to the collection of

information contained in this form are not

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(9-02)

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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Coue v	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Director $\frac{10\%}{\text{Owner}}$ Officer Other

GILLESPIE JOHN DAVIES C/O WHITE MOUNTAINS INSURANCE GROUP 80 SOUTH MAIN STREET HANOVER, NH 03755

X

Signatures

Jason R. Lichtenstein, by Power of Attorney

05/28/2013

**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) Annual Director Share Award.

Prospector Partners Fund L.P. ("Prospector") is the beneficial owner of 29,122 Common Shares; Prospector Offshore Fund (Bermuda) Ltd. ("Prospector Offshore") is the beneficial owner of 16,720 Common Shares; and Prospector Partners Small Cap Fund L.P.

("Prospector Small Cap") is the beneficial owner of 4,158 Common Shares. Mr. Gillespie disclaims beneficial ownership of the Common Shares owned by Prospector, Prospector Offshore and Prospector Small Cap except to the extent of his pecuniary interest therein. Mr. Gillespie's interest is limited to that as the principal of the general partner of each of Prospector and Prospector Small Cap and as principal of the investment manager of Prospector Offshore.

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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