Robb Stephen Form 4 February 09, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

(First)

(Street)

100 WASHINGTON BLVD

STAMFORD, CT 06902

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Robb Stephen Symbol

(Middle)

XL GROUP LTD [XL]

3. Date of Earliest Transaction

(Month/Day/Year) 02/07/2018

02/07/2018

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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

CFO and CAO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

						1	Person		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
XL Common Shares	02/07/2018		M	10,000	A	\$ 19.62	73,207 (1)	D	
XL Common Shares	02/07/2018		M	10,000	A	\$ 36.9	83,207	D	
XL Common Shares	02/07/2018		S(2)	20,000	D	\$ 40 (3)	63,207	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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Employee Stock Option (Right to buy)	\$ 19.62	02/07/2018		M	10,000	08/11/2011	08/11/2018	Common Shares	10,000
Employee Stock Option (Right to buy)	\$ 36.9	02/07/2018		M	10,000	02/22/2011	02/22/2018	Common Shares	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Robb Stephen

100 WASHINGTON BLVD CFO and CAO

STAMFORD, CT 06902

Signatures

Hannah Orowitz, Attorney-in-Fact for Stephen
Robb
02/09/2018

**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) The Form 4 filed on March 14, 2017 erroneously overstated Mr. Robb's beneficial ownership of XL common shares by adding 800 shares that were already included in Column 5. Table I now reflects the corrected number of XL common shares beneficially owned following

Reporting Owners 2

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the February 7, 2018 transaction.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 7, 2017 and is now concluded.
- (3) The price reported in Column 4 is the sale price. The reporting person undertakes to provide to XL Group Ltd, any security holder of XL Group Ltd or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold.

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.