

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

August 10, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BARRETTE RAYMOND JOSEPH RENE**

(Last) (First) (Middle)

**C/O WHITE MOUNTAINS INSURANCE GROUP, 80 SOUTH MAIN STREET**

(Street)

**HANOVER, NH 03755**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WHITE MOUNTAINS INSURANCE GROUP LTD [WTM]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/20/2012**

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)  
Chief Executive Officer / Chairman of the Board

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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	01/20/2012		F	2,338 (1) D \$ 450.3	17,282 (2)	D	
Common Shares	08/08/2012		P	200 A \$ 512.46	5,430	I	By IRA
Common Shares	08/08/2012		P	200 A \$ 512.5	5,630	I	By IRA
Common Shares	08/08/2012		P	22 A \$ 513	5,652	I	By IRA
	08/08/2012		P	1 A \$ 514.68	5,653	I	By IRA

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Common Shares									
Common Shares	08/08/2012		P	79	A	\$ 515.6098	5,732	I	By IRA
Common Shares	08/08/2012		P	98	A	\$ 515.61	5,830	I	By IRA
Common Shares	08/09/2012		P	200	A	\$ 513.8	6,030	I	By IRA
Common Shares	08/09/2012		P	7	A	\$ 513.85	6,037	I	By IRA
Common Shares	08/09/2012		P	63	A	\$ 513.85	6,100	I	By IRA
Common Shares	08/09/2012		P	6 <sup>(3)</sup>	A	\$ 514	6,106	I	By IRA
Common Shares (restricted)							15,000 <sup>(4)</sup>	D	
Common Shares							14,492 <sup>(5)</sup>	I	By Grantor Retained Annuity Trust
Common Shares							20,820	I	By wife
Common Shares							10,751	I	by daughter
Common Shares							562 <sup>(6)</sup>	I	By 401(k)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu (Instr.
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of (D)  
(Instr. 3,  
4, and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Options					(7)	01/20/2017	Common Shares	125,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETTE RAYMOND JOSEPH RENE C/O WHITE MOUNTAINS INSURANCE GROUP 80 SOUTH MAIN STREET HANOVER, NH 03755	X		Chief Executive Officer	Chairman of the Board

## Signatures

Jason R. Lichtenstein, by Power of Attorney 08/09/2012

\*\*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) Reflects payment of tax liability incident to the vesting of restricted shares by delivery of securities.

(2) Since the Reporting Person's last filing, reflects increase by (i) 4,662 Common Shares, reclassified from restricted due to vesting on January 20, 2012, and (ii) 2,977 Common Shares from a GRAT distribution on April 15, 2012.

(3) Each of the acquisitions reported in this filing was an open market purchase.

(4) Reflects reduction by 7,000 Common Shares, due to vesting on January 20, 2012.

(5) Since the Reporting Person's last filing, reflects distribution of 2,977 Common Shares to Reporting Person on April 15, 2012, which shares are now reported as held directly.

(6) Reflects accumulation of 36 WTM Common Shares in Reporting Person's Company 401(k) account since his last filed report. WTM Common Shares are purchased at fair market value on the date of purchase. The information in this report is based on a plan statement dated as of July 27, 2012.

(7) All of the options are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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