

Hendry W Myron
 Form 4
 September 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Hendry W Myron

(Last) (First) (Middle)
 3007 NELA AVENUE
 (Street)

ORLANDO, FL 32809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 XL GROUP LTD [XL]

3. Date of Earliest Transaction (Month/Day/Year)
 09/12/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Platform Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares | 09/12/2018 | | D ⁽¹⁾ | V Amount (D) Price 4,929 \$ 57.6 | 0 | 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)

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| 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 |
| Employee Stock Option (Right to buy) | \$ 20.61 | 09/12/2018 | | D | 40,323 (3) | 02/28/2015 | 02/28/2022 | Common Shares | 40,323 |
| Employee Stock Option (Right to buy) | \$ 28.64 | 09/12/2018 | | D | 29,977 (3) | 02/28/2016 | 02/28/2023 | Common Shares | 29,977 |
| Employee Stock Option (Right to buy) | \$ 30.4 | 09/12/2018 | | D | 29,070 (3) | 02/28/2017 | 02/28/2024 | Common Shares | 29,070 |
| Employee Stock Option (Right to buy) | \$ 36.2 | 09/12/2018 | | D | 60,883 (3) | 02/28/2018 | 02/28/2025 | Common Shares | 60,883 |
| Employee Stock Option (Right to buy) | \$ 34.64 | 09/12/2018 | | D | 66,778 (3) | 02/28/2019 | 02/28/2026 | Common Shares | 66,778 |
| Employee Stock Option (Right to buy) | \$ 40.49 | 09/12/2018 | | D | 29,674 (3) | 02/28/2020 | 02/28/2027 | Common Shares | 29,674 |
| Employee Stock Option (Right to buy) | \$ 42.31 | 09/12/2018 | | D | 15,474 (3) | 02/28/2021 | 02/28/2028 | Common Shares | 15,474 |
| | (4) | 09/12/2018 | | D | | (6) | (6) | | 3,293 |

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The dividend equivalent rights accrued when and as dividends were paid on common shares. Each dividend equivalent right is the economic equivalent of one common share.

- (8) At the effective time of the Merger, each dividend equivalent right accrued and outstanding prior to the effective time of the Merger (whether or not vested) vested in full, was automatically cancelled and converted into the right to receive the Merger Consideration.
- (9) At the time of grant, restricted stock units granted on February 28, 2018 were scheduled to vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021).

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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