

XL GROUP PLC
Form 4
November 27, 2013

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 *
Rosengarten Jacob D.

(Last) (First) (Middle)
100 WASHINGTON BLVD
(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2013

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 Enterprise Risk Officer

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	11/26/2013		M		50,000	A	\$ 10.2
Ordinary Shares	11/26/2013		M		62,500	A	\$ 3.31
Ordinary Shares	11/26/2013		M		29,597	A	\$ 18.27
Ordinary Shares	11/26/2013		M		15,384	A	\$ 23.35
Ordinary Shares	11/26/2013		S		157,481	D	\$ 32.105
							<u>(1)</u>

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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 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)	\$ 10.2	11/26/2013		M	50,000	11/01/2011 11/01/2018	Ordinary Shares 50,000
Employee Stock Option (Right to buy)	\$ 3.31	11/26/2013		M	62,500	02/27/2012 02/27/2019	Ordinary Shares 62,500
Employee Stock Option (Right to buy)	\$ 18.27	11/26/2013		M	29,597	02/28/2012 02/28/2020	Ordinary Shares 29,597
Employee Stock Option (Right to buy)	\$ 23.35	11/26/2013		M	15,384	02/28/2012 02/28/2021	Ordinary Shares 15,384

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rosengarten Jacob D.
100 WASHINGTON BLVD

Chief Enterprise Risk Officer

STAMFORD, CT 06902

Signatures

Melinda Wang, Attorney-in-Fact for Jacob
Rosengarten

11/27/2013

____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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.049 to \$32.143, inclusive. The reporting person undertakes to provide to XL Group plc, any security holder of XL Group plc or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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.