

XL GROUP PLC
Form 4
March 01, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
LYLES KELLY JEAN

(Last) (First) (Middle)

XL SERVICES UK LIMITED, 70
GRACECHURCH STREET

(Street)

LONDON, X0 EC3V 0XL

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2016

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 Regional Officer Ins

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
XL Ordinary Shares	02/28/2016		M		10,186 (1)	A	\$ 0 (2) 10,186 D
XL Ordinary Shares	02/28/2016		M		207 (3)	A	\$ 0 (4) 10,393 D
XL Ordinary Shares	02/28/2016		F		4,886 (5)	D	\$ 34.64 5,507 D
XL Ordinary	02/28/2016		M		4,604 (6)	A	\$ 0 (2) 10,111 D

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Shares

XL Ordinary Shares	02/28/2016	M	89 ⁽⁷⁾	A	\$ 0 ⁽⁴⁾	10,200	D
XL Ordinary Shares	02/28/2016	F	2,206 ⁽⁸⁾	D	\$ 34.64	7,994	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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of S
Employee Stock Option (Right to buy)	\$ 34.64	02/28/2016		A	83,473	⁽⁹⁾ 02/28/2026	Ordinary Shares 83,
Restricted Stock Units	⁽²⁾	02/28/2016		M	10,186	⁽¹⁰⁾ ⁽¹⁰⁾	Ordinary Shares 10,
Dividend Equivalent Rights	⁽⁴⁾	02/28/2016		M	207	⁽⁴⁾ ⁽⁴⁾	Ordinary Shares 20
Restricted Stock Units	⁽²⁾	02/28/2016		M	4,604	⁽¹¹⁾ ⁽¹¹⁾	Ordinary Shares 4,6
Dividend Equivalent Units	⁽⁴⁾	02/28/2016		M	89	⁽⁴⁾ ⁽⁴⁾	Ordinary Shares 8

