MCGAVICK MICHAEL S

Form 4

February 11, 2011

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to

Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

Ordinary

Ordinary

Shares

12/27/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * MCGAVICK MICHAEL S			2. Issuer Name and Ticker or Trading Symbol				5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
			XL GR	XL GROUP PLC [XL]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction						
C/O XL GROUP PLC			(Month/Day/Year) 12/27/2010			X Director X Officer (g below)		% Owner her (specify			
(Street)			4. If Am	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)				
HAMILTON, D0 HM 08							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of	2. Transaction Da	te 2A. Deer	ned	3.	4. Securitie	s Acquired	5. Amount of	6.	7. Nature of		
Security (Month/Day/Year) Execution		n Date, if	Transaction(A) or Disposed of (D)				Ownership	Indirect			
(Instr. 3) any		Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership			
		(MOHUI/I	Jay/ 1 car)	(IIISU. 0)			Following	Indirect (I)	(Instr. 4)		
						(A)	Reported	(Instr. 4)			
						or	Transaction(s)				
				Code V	Amount	(D) Pri	(Instr. 3 and 4)				
									By Michael		

 $G_{(1)}^{(1)}$ V 110,000 A

\$0

110,000

12/27/2010 $G_{(1)}^{(1)}$ V 110,000 D \$ 0 32,000 D Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S.

McGavick 2010

Grantor Retained Annuity Trust

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
MCGAVICK MICHAEL S						
C/O XL GROUP PLC	X		CEO			
HAMILTON, D0 HM 08						

Signatures

John Kelly, Attorney-in-fact for Michael 02/11/2011 McGavick

**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) This transaction involved a gift of securities by the reporting person to a grantor retained annuity trust, for which the reporting person's spouse serves as trustee, for the benefit of the reporting person and his two minor children.

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.

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