Edgar Filing: XL GROUP PLC - Form 4

Form 4	;									
April 02, 2014									PPROVAL	
FORM 4	UNITED	STATES		RITIES A			COMMISSIO		3235-0287	7
Check this boy if no longer subject to Section 16. Form 4 or Form 5	STATEM	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934,					Estimated burden hoi response	urs per		
obligations may continue. <i>See</i> Instructior 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Co		of 1935 or Sect			
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Robb Stephen			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	XL GROUP PLC [XL] 3. Date of Earliest Transaction				(Ch	eck all applicabl	.e)	
100 WASHINGTON BLVD			(Month/Day/Year) 03/31/2014			Director 10% Owner X Officer (give title Other (specify below) below) Corporate Controller				
STAMFORD, C	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 						
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivativ	e Securities A	cquired, Disposed	of, or Beneficia	ally Owned	
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi nAcquirec Disposec (Instr. 3,	ties I (A) or I of (D) 4 and 5) (A) or	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	
Reminder: Report or	n a separate line	for each cl	ass of sec	urities bene	-	-	or indirectly.	ection of	SEC 1474	
					infor requi	mation cont red to resp ays a curre	ained in this form and unless the form ntly valid OMB co	n are not orm	(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. Number	6. Date Exercisable and	7. Title and Amount	8. Pı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Secu

Edgar Filing: XL GROUP PLC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and	4)	(Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	03/31/2014		А	23.64	<u>(1)</u>	<u>(1)</u>	Ordinary Shares	23.64	9
Dividend Equivalent Rights	<u>(2)</u>	03/31/2014		А	50.06	(2)	(2)	Ordinary Shares	50.06	e 7
Dividend Equivalent Rights	<u>(3)</u>	03/31/2014		А	69.48	(3)	(3)	Ordinary Shares	69.48	a 1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Robb Stephen 100 WASHINGTON BLVD STAMFORD, CT 06902			Corporate Controller				
Signatures							

/s/ Hannah Orowitz, Attorney-in-Fact for Stephen 04/02/2014 Robb **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).
- Dividend equivalent rights accrued on 2012 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (1) to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- Dividend equivalent rights accrued on 2013 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (2)to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- Dividend equivalent rights accrued on 2014 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (3) to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.

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.