

Robb Stephen
Form 4
March 04, 2013

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 *
Robb Stephen

(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)
02/28/2013

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)
Corporate Controller

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
XL Ordinary Shares	02/28/2013		A		3,601 (1) \$ 0 7,651	D	
XL Ordinary Shares	02/28/2013		F		1,417 (2) \$ 0 6,234	D	
XL Ordinary Shares	02/28/2013		M		5,109 (3) A \$ 0 (4) 11,343	D	
XL Ordinary Shares	02/28/2013		M		320 (5) A \$ 0 (6) 11,663	D	

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Shares							
XL Ordinary Shares	02/28/2013	F	<u>1,842</u> (7)	D	\$ 0	9,821	D
XL Ordinary Shares	02/28/2013	M	<u>3,569</u> (8)	A	\$ 0	13,390	D
XL Ordinary Shares	02/28/2013	M	145 <u>(9)</u>	A	\$ 0	13,535	D
XL Ordinary Shares	02/28/2013	F	<u>1,266</u> (7)	D	\$ 0	12,269	D
XL Ordinary Shares	02/28/2013	M	<u>4,448</u> (10)	A	\$ 0	16,717	D
XL Ordinary Shares	02/28/2013	M	85 <u>(11)</u>	A	\$ 0	16,802	D
XL Ordinary Shares	02/28/2013	F	<u>1,544</u> (7)	D	\$ 0	15,258	D

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<u>(4)</u>	02/28/2013		A	14,403	<u>(12)</u>	<u>(12)</u>	Ordinary Shares	14,403
Restricted Stock	<u>(4)</u>	02/28/2013		M	5,109	<u>(13)</u>	<u>(13)</u>	Ordinary Shares	9,123

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- (9) Shares acquired in relation to the 2011 dividend equivalent unit awards vesting.
- (10) Shares acquired in relation to the 2012 restricted stock unit award vesting.
- (11) Shares acquired in relation to the 2012 dividend equivalent unit award vesting.
- (12) Restricted stock units granted on February 28, 2013 vest in three equal annual installments on each anniversary of the grant date (February 28, 2014, 2015 and 2016), provided the reporting person's employment continues through such vesting dates.
- (13) Restricted stock units granted on February 28, 2010 vested in three equal annual installments on each anniversary of the grant date (February 28, 2011, 2012 and 2013).
- (14) Restricted stock units granted on February 28, 2011 vest in three equal annual installments on each anniversary of the grant date (February 28, 2012, 2013 and 2014), provided the reporting person's employment continues through such vesting dates.
- (15) Restricted stock units granted on February 28, 2012 will vest in three equal annual installments on each anniversary of the grant date (February 28, 2013, 2014 and 2015), provided the reporting person's employment continues through such vesting dates.

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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