ESTEVES IRENE M

Form 4

August 04, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * ESTEVES IRENE M

2. Issuer Name and Ticker or Trading Symbol

Issuer

XL GROUP PLC [XL]

(Month/Day/Year)

08/02/2010

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

XL HOUSE, ONE BERMUDIAN ROAD

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Chief Financial Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

HAMILTON, D0 HM 11

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

below)

Ownership (T) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Following

Owned

Code V Amount (D) Price

(Instr. 3 and 4)

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

Execution Date, if

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee Stock Option (Right to buy)	\$ 18.15	08/02/2010		A		112,180		08/02/2010(1)	08/02/2020	Class A Common Shares	112
Restricted Stock Units	<u>(2)</u>	08/02/2010		A		55,097		(3)	<u>(3)</u>	Class A Common Shares	55

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ESTEVES IRENE M XL HOUSE ONE BERMUDIAN ROAD HAMILTON, DO HM 11

Chief Financial Officer

Signatures

John Kelly, Attorney-in-fact for Irene Esteves

08/04/2010

**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 options will vest in three equal annual installments, beginning on the first anniversary of the date of grant, provided the reporting person's employment continues through such vesting dates.
- (2) Each restricted stock unit represents a contingent right to receive one share of XL common stock.
- (3) The restricted stock units will vest 100% on the third anniversary of the date of grant provided the reporting person's employment continues through such vesting date.

Remarks:

The above awards were granted pursuant to an employment agreement between the filer and her employer, effective as of May 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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