

XL GROUP PLC
Form 4
June 17, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Street Sarah Elizabeth

(Last) (First) (Middle)

1540 BROADWAY, 25TH FL

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

XL GROUP PLC [XL]

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

06/14/2013

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 Investment 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

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	06/14/2013		M	V Amount (A) or (D) Price 75,000 A \$ 19.62	133,512	D	
Ordinary Shares	06/14/2013		M	V Amount (A) or (D) Price 44,000 A \$ 18.27	177,512	D	
Ordinary Shares	06/14/2013		S	V Amount (A) or (D) Price 119,000 D \$ 31.1 (1)	58,512	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)

number.

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
Employee Stock Option (Right to buy)	\$ 19.62	06/14/2013		M	75,000	01/17/2013 ⁽²⁾ 08/11/2018	Ordinary Shares	75,000
Employee Stock Option (Right to buy)	\$ 18.27	06/14/2013		M	44,000	02/28/2011 ⁽³⁾ 02/28/2020	Ordinary Shares	44,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Street Sarah Elizabeth 1540 BROADWAY 25TH FL NEW YORK, NY 10036	Director 10% Owner Officer Other Chief Investment Officer

Signatures

Kirstin Gould, Attorney-in-Fact for Sarah
Street

06/17/2013

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.00 to \$31.26, inclusive. The reporting person undertakes to provide to XL Group plc, any security holder of XL Group plc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth herein.

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- Represents performance options that vested after after meeting two conditions: (a) a three year cliff vesting provision; and (b) a price hurdle whereby the closing market price of XL's ordinary shares must equal or exceed \$25.51 (130% of the award's grant date fair market value of \$19.62) for 10 consecutive business days. The three year vesting provision was met in August 2011 and the price hurdle was met on January 17, 2013.
- (2)
- (3) Options vested and became exercisable in three equal annual installments on February 28, 2011, 2012, 2013, respectively.

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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