

ENSTAR GROUP INC  
Form 4  
February 02, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**OROS JOHN J**

(Last) (First) (Middle)  
401 MADISON AVE.  
(Street)

MONTGOMERY, AL 36104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**ENSTAR GROUP INC [ESGR]**

3. Date of Earliest Transaction (Month/Day/Year)  
01/31/2007

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)  
COO and President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/31/2007 <sup>(1)</sup>		D <sup>(1)</sup>	200,000 D	0	I	Owned through Brittany Ridge Investment Partners, LP.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase Common Stock	\$ 12.75 (2)	01/31/2007(2)		D(2)	100,000	(2) 02/26/2010	Common Stock 100,000
Options to Purchase Common Stock	\$ 18 (2)	01/31/2007(2)		D(2)	50,000	(2) 06/26/2011	Common Stock 50,000
Options to Purchase Common Stock	\$ 19.25 (2)	01/31/2007(2)		D(2)	50,000	(2) 09/27/2011	Common Stock 50,000
Options to Purchase Common Stock	\$ 40 (2)	01/31/2007(2)		D(2)	100,000	(2) 08/18/2013	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OROS JOHN J 401 MADISON AVE. MONTGOMERY, AL 36104	X		COO and President	

## Signatures

Cheryl D Davis By Power of Attorney  
02/01/2007

\*\*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).

Common Stock was exchanged on a one for one basis for Ordinary Shares in Enstar Group Limited (formerly Castlewood Holdings Limited) in connection with merger of The Enstar Group, Inc. and a subsidiary of Enstar Group Limited ("the merger"). On the effective date of the merger, the closing price of The Enstar Group, Inc. common stock was \$107.83 per share. On the first day of trading after the effective date of the merger (the first date of trading in the ordinary shares of Enstar Group Limited) the closing price of Enstar Group Limited ordinary shares was \$ 104.75 per share.

Options to purchase Common Stock were exchanged for Options to Purchase Ordinary Shares in Enstar Group Limited (formerly Castlewood Holdings Limited) in connection with the merger. The number of shares of Enstar Group Limited underlying such options and the corresponding exercise price will be determined pursuant to a formula based on the closing price of the ordinary shares of Enstar Group Limited for the five trading days following the merger.

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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