

Cooper Charles F.A.  
Form 4  
March 02, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cooper Charles F.A.

(Last) (First) (Middle)  
C/O XL GROUP LTD, ONE  
BERMUDIANA ROAD  
(Street)

HAMILTON, D0 HM 08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XL GROUP LTD [XL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2018

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)  
Chief Executive, Reinsurance

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 Common Shares	02/28/2018		M		3,914 (1) \$ 0 (2)	114,010	D
XL Common Shares	02/28/2018		M		261 (3) \$ 0 (4)	114,271	D
XL Common Shares	02/28/2018		M		5,317 (5) \$ 0 (2)	119,588	D
XL Common	02/28/2018		M		240 (6) \$ 0 (4)	119,828	D

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Shares

XL Common Shares	02/28/2018	M	2,059 <u>(7)</u>	A	\$ 0 <u>(2)</u>	121,887	D
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XL Common Shares	02/28/2018	M	46 <u>(8)</u>	A	\$ 0 <u>(4)</u>	121,933	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to buy)	\$ 42.31	02/28/2018		A	25,146	<u>(9)</u> 02/28/2028	Common Shares	25,146
Restricted Stock Units	<u>(2)</u>	02/28/2018		A	6,146	<u>(10)</u> <u>(10)</u>	Common Shares	6,146
Restricted Stock Units	<u>(2)</u>	02/28/2018		M	3,914	<u>(11)</u> <u>(11)</u>	Common Shares	3,914
Dividend Equivalent Rights	<u>(4)</u>	02/28/2018		M	261	<u>(4)</u> <u>(4)</u>	Common Shares	261
Restricted Stock Units	<u>(2)</u>	02/28/2018		M	5,317	<u>(12)</u> <u>(12)</u>	Common Shares	5,317
Dividend Equivalent Rights	<u>(4)</u>	02/28/2018		M	240	<u>(4)</u> <u>(4)</u>	Common Shares	240

Restricted Stock Units	(2)	02/28/2018	M	2,059	(13)	(13)	Common Shares	2,0
Dividend Equivalent Rights	(4)	02/28/2018	M	46	(4)	(4)	Common Shares	46

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Charles F.A. C/O XL GROUP LTD ONE BERMUDIANA ROAD HAMILTON, D0 HM 08			Chief Executive, Reinsurance	

## Signatures

Hannah Orowitz, Attorney-in-Fact for Charles F.A. Cooper 03/02/2018

\_\_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) Shares acquired in relation to the 2015 restricted stock unit award vesting.
- (2) Each restricted stock unit represents a contingent right to receive one XL common share.
- (3) Shares acquired in relation to the 2015 dividend equivalent unit award vesting.
- (4) Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued as dividends were paid on XL common shares and vest proportionately with the restricted stock units to which they relate. Each dividend equivalent right is the economic equivalent of one XL common share.
- (5) Shares acquired in relation to the 2016 restricted stock unit award vesting.
- (6) Shares acquired in relation to the 2016 dividend equivalent unit award vesting.
- (7) Shares acquired in relation to the 2017 restricted stock unit award vesting.
- (8) Shares acquired in relation to the 2017 dividend equivalent unit award vesting.
- (9) Exercisable in three equal installments commencing on the first anniversary of the grant.
- (10) Restricted stock units granted on February 28, 2018 vest in three equal annual installments on each anniversary of the grant date (February 28, 2019, 2020 and 2021), provided the reporting person's employment continues through such vesting dates.
- (11) Restricted stock units granted on February 28, 2015 vest in three equal annual installments on each anniversary of the grant date (February 28, 2016, 2017 and 2018), provided the reporting person's employment continues through such vesting dates.
- (12) Restricted stock units granted on February 28, 2016 vest in three equal annual installments on each anniversary of the grant date (February 28, 2017, 2018 and 2019), provided the reporting person's employment continues through such vesting dates.
- (13) Restricted stock units granted on February 28, 2017 vest in three equal annual installments on each anniversary of the grant date (February 28, 2018, 2019 and 2020), 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. 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.