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WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4 June 24, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or

(Middle)

(Zip)

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

See Instruction 1(b).

(Last)

(City)

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * BARRETTE RAYMOND JOSEPH **RENE**

2. Issuer Name and Ticker or Trading Symbol

WHITE MOUNTAINS INSURANCE GROUP LTD [WTM]

below)

Issuer

(Check all applicable)

_X__ Officer (give title __X__ Other (specify

Chief Executive Officer / Chairman of the

Board

below)

10% Owner

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O WHITE MOUNTAINS

(First)

INSURANCE GROUP, 80 SOUTH MAIN STREET

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Month/Day/Year)

06/20/2008

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Applicable Line)

__X__ Director

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

HANOVER, NH 03755

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: (Month/Day/Year) (Instr. 8) Owned Direct (D) or Indirect Following Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common 06/20/2008 P 25,934 ⁽¹⁾ D 100 Α 441.52 Shares Common 06/20/2008 P 95 26,029 A D Shares Common 06/20/2008 P 19 26,048 D Shares Common P 06/20/2008 42 26,090 D Shares 06/20/2008 P 200 \$ 442.5 26,290 D Α

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Common Shares								
Common Shares	06/20/2008	P	81	A	\$ 442.67	26,371	D	
Common Shares	06/20/2008	P	100	A	\$ 442.7	26,471	D	
Common Shares	06/20/2008	P	100	A	\$ 442.94	26,571	D	
Common Shares	06/20/2008	P	100	A	\$ 442.98	26,671	D	
Common Shares	06/20/2008	P	100	A	\$ 443.12	26,771	D	
Common Shares	06/20/2008	P	200	A	\$ 443.26	26,971	D	
Common Shares	06/20/2008	P	100	A	\$ 443.45	27,071	D	
Common Shares	06/20/2008	P	200	A	\$ 443.56	27,271	D	
Common Shares	06/20/2008	P	100	A	\$ 443.76	27,371	D	
Common Shares	06/20/2008	P	100	A	\$ 444.11	27,471	D	
Common Shares	06/20/2008	P	100	A	\$ 444.22	27,571	D	
Common Shares	06/20/2008	P	26	A	\$ 444.78	27,597	D	
Common Shares	06/20/2008	P	237	A	\$ 445	27,834	D	
Common Shares (restricted)						43,000	D	
Common Shares						4,615	I	By wife
Common Shares						100	I	By son
Common Shares						14,000 (1)	I	By Grantor Retained Annuity Trust
Common Shares						4,230	I	By IRA

Common Shares $70 \frac{(2)}{}$ I By 401(k)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

8. Pr Deri Secu (Inst

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. Transac Code (Instr. 8		5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Share Options	\$ 650 (3)						<u>(4)</u>	01/19/2014	Common Shares	200,000	

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
BARRETTE RAYMOND JOSEPH RENE C/O WHITE MOUNTAINS INSURANCE GROUP 80 SOUTH MAIN STREET HANOVER, NH 03755	X		Chief Executive Officer	Chairman of the Board			

Signatures

Jason R. Lichtenstein, by Power of Attorney 06/24/2008

**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).

Reporting Owners 3

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- (1) Reflects reclassification of 5,000 WTM Common Shares from direct ownership to indirect ownership by Grantor Retained Annuity Trust.
 - Since March 13, 2008, the date of Reporting Person's last filing, Reporting Person acquired 19 shares of WTM Common Shares in his
- (2) 401(k) Plan account. WTM Common Shares are purchased at fair market value on the date of purchase. The information in this report is based on a plan statement dated as of May 31, 2008.
- On January 20, 2007, the Reporting Person was granted options to purchase 200,000 Common Shares with an initial exercise price of \$650 per share. The exercise price increases on a cumulative basis at an annual rate of 5% less the annualized regular dividend rate.
- (4) The options vest in five equal annual installments beginning January 19, 2008.

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.