

BARRETTE RAYMOND JOSEPH RENE
Form 4
March 20, 2009

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

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 *
BARRETTE RAYMOND JOSEPH RENE

(Last) (First) (Middle)

C/O WHITE MOUNTAINS INSURANCE GROUP, 80 SOUTH MAIN STREET

(Street)

HANOVER, NH 03755

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WHITE MOUNTAINS INSURANCE GROUP LTD [WTM]

3. Date of Earliest Transaction (Month/Day/Year)
03/18/2009

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 Officer / Chairman of the Board

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Shares	03/18/2009		P	45 ⁽¹⁾ A \$ 173	24,045	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009		P	139 ⁽¹⁾ A \$ 174	24,184	I	By Grantor Retained Annuity Trust

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Common Shares	03/18/2009	P	25 ⁽¹⁾	A	\$ 172.98	24,209	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	25 ⁽¹⁾	A	\$ 174.98	24,234	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	64 ⁽¹⁾	A	\$ 180.11	24,298	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	100 ⁽¹⁾	A	\$ 172.54	24,398	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	100 ⁽¹⁾	A	\$ 173.95	24,498	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	100 ⁽¹⁾	A	\$ 174.25	24,598	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	100 ⁽¹⁾	A	\$ 175	24,698	I	By Grantor Retained Annuity Trust
Common Shares	03/18/2009	P	70 ⁽¹⁾	A	\$ 180.75	24,768	I	By Grantor Retained Annuity Trust
Common Shares						26,295	D	
Common Shares (restricted)						36,000	D	
						585	I	

Common Shares							by daughter
Common Shares				11,615	I		By wife
Common Shares				300	I		By son
Common Shares				4,230	I		By IRA
Common Shares				112	I		By 401(k)

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Options	\$ 650 ⁽²⁾					⁽³⁾	01/19/2014	Common Shares	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

03/20/2009

__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) Common Shares acquired in open market transaction.
 - (2) 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.
 - (3) 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.

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