### Edgar Filing: XL GROUP PLC - Form 4

XL GROUP F Form 4	PLC										
July 02, 2014											
FORM	4 UNITED	STATES	SECU	RITIES A	ND E	CHANGE	E COMMISSIO	N.T.	PPROVAL		
		OTATES		shington				N OMB Number:	3235-0287		
Check this if no longe	ar.			IGEG				Expires:	January 31, 2005		
subject to STATEMENT OF CHANGES IN BEINEF Section 16. SECURITIES Form 4 or								Estimated burden hou response	average urs per		
obligations may contin <i>See</i> Instruct 1(b).	s Section 17(	a) of the l	Public U	Itility Hol	ding Co		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Re	esponses)										
1. Name and Ad Robb Stepher	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
	(First) (I	Middle)	XL GROUP PLC [XL]				(Check all applicable)				
(Last)	<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>06/30/2014</li></ul>			Director 10% Owner X Officer (give title Other (specify below) Corporate Controller							
STAMFORD	4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
		( <b>7</b> : )					Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3		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)		
Reminder: Repo	rt on a separate line	for each cl	ass of sec	urities bene	ficially o	wned directly	or indirectly.				
					Pers info requ	ons who res mation con ired to resp lays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount	8. Pi
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	of Underlying	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities	Secu

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)			(Instr. 3 and	4)	(Inst
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	06/30/2014		А	22.68	<u>(1)</u>	<u>(1)</u>	Ordinary Shares	22.68	9
Dividend Equivalent Rights	(2)	06/30/2014		А	48.05	(2)	(2)	Ordinary Shares	48.05	9
Dividend Equivalent Rights	<u>(3)</u>	06/30/2014		A	66.68	(3)	(3)	Ordinary Shares	66.68	9

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Robb Stephen 100 WASHINGTON BLVD STAMFORD, CT 06902			Corporate Controller				
Signatures							

/s/ Hannah Orowitz, Attorney-in-Fact for Stephen 07/02/2014 Robb \*\*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).
- Dividend equivalent rights accrued on 2012 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (1) to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- Dividend equivalent rights accrued on 2013 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (2)to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.
- Dividend equivalent rights accrued on 2014 restricted stock unit award. Dividends will vest proportionately with the restricted stock units (3) to which they relate. Each dividend equivalent right is the economic equivalent of one XL ordinary share.

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.