

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hendrick Gregory</u>  (Last) (First) (Middle) 100 WASHINGTON BLVD  (Street) STAMFORD CT 06902  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XL GROUP LTD [ XL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, P&amp;C</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
XL Common Shares	02/28/2018		A		5,312	A	\$0.00	140,968 <sup>(1)</sup>	D	
XL Common Shares	02/28/2018		F		1,665	D	\$42.31	139,303	D	
XL Common Shares	02/28/2018		M		6,134 <sup>(2)</sup>	A	\$0.00 <sup>(3)</sup>	145,437	D	
XL Common Shares	02/28/2018		M		138 <sup>(4)</sup>	A	\$0.00 <sup>(5)</sup>	145,575	D	
XL Common Shares	02/28/2018		F		1,967 <sup>(6)</sup>	D	\$42.31	143,608	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to buy)	\$42.31	02/28/2018		A		77,370		(7)	02/28/2028	Common Shares	77,370	\$0.00	77,370	D	
Restricted Stock Units	(3)	02/28/2018		A		18,909		(8)	(8)	Common Shares	18,909	\$0.00 <sup>(3)</sup>	18,909	D	
Restricted Stock Units	(3)	02/28/2018		M			6,134	(9)	(9)	Common Shares	6,134	(3)	12,266	D	
Dividend Equivalent Rights	(5)	02/28/2018		M			138	(5)	(5)	Common Shares	138	(5)	277.17	D	

**Explanation of Responses:**

- The acquisition reported represents 2008 Performance Restricted Shares that were not previously vested but which had voting rights, and which therefore had previously been included in the number of shares reported in Column 5.
- Shares acquired in relation to the 2017 restricted stock unit award vesting.
- Each restricted stock unit represents a contingent right to receive one XL common share.
- Shares acquired in relation to the 2017 dividend equivalent unit award vesting.
- Settlement of dividend equivalent rights in connection with vesting of restricted stock units. The rights accrued when and as dividends were paid on XL common stock. Each dividend equivalent right is the economic equivalent of one share of XL common stock.
- Shares disposed of represent withholding to satisfy a tax obligation upon vesting of restricted stock units and associated dividend equivalent units.
- Exercisable in three equal annual installments commencing on the first anniversary of the grant.

8. 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.

9. 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.

**Remarks:**

Hannah Orowitz, Attorney-in-  
Fact for Gregory Hendrick    03/02/2018

\*\* Signature of Reporting Person    Date

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

\* 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).

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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