

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Cooper Charles F.A.</u>			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 X Officer (give title below) Other (specify below) <u>Chief Executive, Reinsurance</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O XL GROUP LTD ONE BERMUDIANA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HAMILTON D0 HM 08</u>								
(City) (State) (Zip)								

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		M		3,914 ⁽¹⁾	A	\$0.00 ⁽²⁾	114,010	D	
XL Common Shares	02/28/2018		M		261 ⁽³⁾	A	\$0.00 ⁽⁴⁾	114,271	D	
XL Common Shares	02/28/2018		M		5,317 ⁽⁵⁾	A	\$0.00 ⁽²⁾	119,588	D	
XL Common Shares	02/28/2018		M		240 ⁽⁶⁾	A	\$0.00 ⁽⁴⁾	119,828	D	
XL Common Shares	02/28/2018		M		2,059 ⁽⁷⁾	A	\$0.00 ⁽²⁾	121,887	D	
XL Common Shares	02/28/2018		M		46 ⁽⁸⁾	A	\$0.00 ⁽⁴⁾	121,933	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	Amount or Number of Shares				
Employee Stock Option (Right to buy)	\$42.31	02/28/2018		A		25,146		(9)	02/28/2028	Common Shares	25,146	\$0.00	25,146	D	
Restricted Stock Units	(2)	02/28/2018		A		6,146		(10)	(10)	Common Shares	6,146	\$0.00 ⁽²⁾	6,146	D	
Restricted Stock Units	(2)	02/28/2018		M			3,914	(11)	(11)	Common Shares	3,914	(2)	0	D	
Dividend Equivalent Rights	(4)	02/28/2018		M			261	(4)	(4)	Common Shares	261	(4)	0	D	
Restricted Stock Units	(2)	02/28/2018		M			5,317	(12)	(12)	Common Shares	5,317	(2)	5,317	D	
Dividend Equivalent Rights	(4)	02/28/2018		M			240	(4)	(4)	Common Shares	240	(4)	241.79	D	
Restricted Stock Units	(2)	02/28/2018		M			2,059	(13)	(13)	Common Shares	2,059	(2)	4,116	D	
Dividend Equivalent Rights	(4)	02/28/2018		M			46	(4)	(4)	Common Shares	46	(4)	93.33	D	

Explanation of Responses:

- Shares acquired in relation to the 2015 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 2015 dividend equivalent unit award vesting.
- 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.

Remarks:

Hannah Orowitz, Attorney-in-Fact for Charles F.A. Cooper 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.

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 Number.