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XL GROUP Form 4											
January 05, FORN	ЛЛ	STATES S	ECUR	RITIES A	ND EX	СНА	NGE C	OMMISSION	OMB AF OMB	PPROVAL	
~				shington,				011111001011	Number:	3235-0287	
Check th if no lon subject t Section	ENT OF C	CHAN	GES IN I SECUR	Expires: January 20 Estimated average burden hours per							
Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	Filed purs ons Section 17(a) of the Pul	blic Ut		ling Con	npan	y Act of	e Act of 1934, 1935 or Section 0	response	0.5	
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Veghte James Howell			2. Issuer Name and Ticker or Trading Symbol XL GROUP PLC [XL]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2014					(Check all applicable)			
100 WASHINGTON BLVD								Director 10% Owner X Officer (give title Other (specify below) CEO, XL Reinsurance			
STAMEOD	(Street) RD, CT 06902			ndment, Da h/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M	One Reporting Pe	rson	
(City)		Zip)				~		Person			
		-					-	uired, Disposed of		•	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if		ate, if	Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
XL				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Ordinary Shares	12/31/2014			А	2,000 (1)	А	\$0	41,937	D		
XL Ordinary Shares	12/31/2014			F	974 <u>(2)</u>	D	\$ 34.37	40,963	D		
XL Ordinary Shares	12/31/2014			A	6,250 (<u>3)</u>	А	\$0	47,213	D		
XL Ordinary	12/31/2014			F	3,042 (4)	D	\$ 34.37	44,171	D		

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Shares

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Veghte James Howell 100 WASHINGTON BLVD STAMFORD, CT 06902			CEO, XL Reinsurance					
Signatures								
Hannah Orowitz, Attorney-in-F Veghte	Fact for Ja	imes	01/05/2015					
<u>**</u> Signature of Reporting P	erson		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) Represents shares acquired upon Retirement for the 2007 Restricted Stock Award.
- (2) Shares disposed of represent withholding to satisfy tax obligations on vesting of 2007 Restricted Stock Award.
- (3) Represents shares acquired upon Retirement for the 2008 Restricted Stock Award.
- (4) Shares disposed of represent withholding to satisfy tax obligations on vesting of 2008 Restricted Stock Award.
- 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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