

BYRNE JOHN J
Form SC 13G/A
January 31, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2**

**Under the Securities Exchange Act of 1934
(Amendment No. 13)***

WHITE MOUNTAINS INSURANCE GROUP, LTD.

(Name of Issuer)

Common Shares

(Title of Class of Securities)

G9618E 10 7

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the

Act (however, see the Notes).

CUSIP No.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
John J. Byrne

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
711,211**

6. Shared Voting Power
32,692**

7. Sole Dispositive Power
711,211**

8. Shared Dispositive Power
32,692**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
743,903**

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.9%**

12. Type of Reporting Person (See Instructions)
IN

** For additional information, see Schedule A hereto.

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Item 1.

- (a) Name of Issuer
White Mountains Insurance Group, Ltd.
- (b) Address of Issuer's Principal Executive Offices
80 South Main Street
Hanover, New Hampshire 03755

Item 2.

- (a) Name of Person Filing
John J. Byrne
- (b) Address of Principal Business Office or, if none, Residence
80 South Main Street
Hanover, New Hampshire 03755
- (c) Citizenship
United States
- (d) Title of Class of Securities
Common Shares
- (e) CUSIP Number
G9618E 10 7

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See Schedule A hereto.
- (b) Percent of class:

See Schedule A hereto.
- (c) Number of shares as to which the person has:

See Schedule A hereto.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person
Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not applicable.

Item 8. Identification and Classification of Members of the Group
Not applicable.

Item 9. Notice of Dissolution of Group
Not applicable.

Item 10. Certification
Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

January 31, 2007
Date

/s/ John J. Byrne
Signature

Schedule A

BENEFICIAL OWNERSHIP AND VOTING OF COMMON SHARES

The 6.9% of the common shares of White Mountains Insurance Group, Ltd. (the Company) shown in the foregoing Schedule 13G as beneficially owned by Mr. John J. Byrne and/or Mrs. Dorothy M. Byrne was calculated using 10,782,753 common shares of the Company outstanding on December 31, 2006 as shown in the official records of the Company.

The 743,903 common shares of the Company shown in the foregoing Schedule 13G as beneficially owned by Mr. Byrne represent (a) 711,211 shares held directly by Mr. Byrne as to which Mr. Byrne has dispositive and voting power; (b) 1,221 shares held directly by Mrs. Byrne as to which Mrs. Byrne has dispositive and voting power; (c) 15,980 shares held by a trust and foundations as to which Mr. Byrne and/or Mrs. Byrne have dispositive and voting power; and (d) 15,491 shares held by Memorial Sloan-Kettering Cancer Center (MSK) pursuant to a letter agreement between MSK and Mr. and Mrs. Byrne dated December 30, 1992, as to which Mrs. Byrne shares dispositive and voting power.

On January 22, 2007, Mr. and Mrs. Byrne irrevocably granted full proxy to vote 708,107 of the shares shown above as beneficially owned by them to Mr. Raymond Barrette, Chairman and Chief Executive Officer of the Company, until the earlier of (i) January 1, 2012 or (ii) the death of John J. Byrne.

* Mr. Byrne disclaims beneficial ownership of the shares listed in (c) and (d) above.
