Edgar Filing: CLARK HOWARD LONGSTRETH JR - Form 4

CLARK HOWARD LONGSTRETH JR

Form 4 March 26, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB 3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Expires:

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

response...

0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CLARK HOWARD LONGSTRETH JR

WHITE MOUNTAINS INSURANCE GROUP LTD [WTM]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

C/O WHITE MOUNTAINS **INSURANCE GROUP, LTD, 80**

(Street)

SOUTH MAIN STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

03/25/2009

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HANOVER, NH 03755

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Common Shares

Code V Amount (D) Price

D 1,000

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Number Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		7. Title and A Underlying S (Instr. 3 and 4	Securities	8. De Se (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares (Deferred	<u>(1)</u>	03/25/2009		A	1 (5)	(2)	(2)	Common Shares	1	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CLARK HOWARD LONGSTRETH JR C/O WHITE MOUNTAINS INSURANCE GROUP, LTD 80 SOUTH MAIN STREET HANOVER, NH 03755



Signatures

Compensation)

Jason R.

Lichtenstein 03/26/2009

**Signature of Person Date

**Reporting Person

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) Phantom Shares are convertible into Common Shares on a 1 for 1 basis.
- (2) The Phantom Shares are held in the Reporting Person's WTM deferred compensation account and are payable in cash upon the earlier of the date when the Reporting Person ceases to be a director of the Company or a date certain selected by the Reporting Person.
- (3) Dividends were automatically invested in Phantom Shares at the fair market price per share of the underlying WTM Common Shares on March 25, 2009, the date dividends were actually paid.
- (4) Reflects the accrual of fractional Phantom Share dividend equivalents to the Reporting Person's deferred compensation account totaling to one Phantom Share since the Reporting Person's last filing.
- (5) On March 25, 2009, the Reporting Person's deferred compensation account was credited with Phantom Shares equal in value to the ordinary dividend paid on the underlying WTM Common Shares on the dividend date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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