

Symetra Financial CORP
 Form 4
 June 24, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
**WHITE MOUNTAINS
 INSURANCE GROUP LTD**

(Last) (First) (Middle)

80 SOUTH MAIN ST.

(Street)

HANOVER, NH 03755

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Symetra Financial CORP [SYA]

3. Date of Earliest Transaction
 (Month/Day/Year)
06/20/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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			
Common Stock	06/20/2013		X	9,487,872 A \$ 11.494	26,887,872	I	by subsidiaries (1)
Common Stock	06/20/2013		J(2)	7,023,029 D \$ 15.528	19,864,843	I	by subsidiaries (1)
Common Stock	06/20/2013		J(3)	184,036 A \$ 0	20,048,879	I	by subsidiaries (1)

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)

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 Underlying Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Warrants to Purchase Common Stock	\$ 11.494	06/20/2013		X	9,487,872	07/30/2004	07/29/2014	Common Stock	9,487,872

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE MOUNTAINS INSURANCE GROUP LTD 80 SOUTH MAIN ST. HANOVER, NH 03755		X		

Signatures

Jason R. Lichtenstein, by Power of Attorney
Date: 06/24/2013

**Signature of Reporting Person

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 owned by indirect wholly owned subsidiaries of White Mountains Insurance Group, Ltd.

(2) On June 20, 2013, SYA Insurance Holdings (NL) B.V., an indirect wholly owned subsidiary of White Mountains Insurance Group, Ltd., exercised a warrant to purchase 9,487,872 shares of SYA common stock for \$11.494 per share and paid the exercise price on a cashless basis, resulting in SYA's withholding of 7,023,029 shares of SYA common stock in respect of the exercise price.

(3) In order to induce SYA Insurance Holdings (NL) B.V. to exercise the warrant as described in footnote 2, SYA has agreed to issue to SYA Insurance Holdings (NL) B.V. 184,036 additional shares of SYA common stock based on the fair value of the warrant on the exercise date.

(4) Represents securities owned by SYA Insurance Holdings (NL) B.V., an indirect wholly owned subsidiary of White Mountains Insurance Group, Ltd.

Edgar Filing: Symetra Financial CORP - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.