

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

November 22, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BARRETTE RAYMOND JOSEPH RENE**

(Last) (First) (Middle)

**C/O WHITE MOUNTAINS INSURANCE GROUP, 80 SOUTH MAIN STREET**

(Street)

**HANOVER, NH 03755**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WHITE MOUNTAINS INSURANCE GROUP LTD [WTM]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/18/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer / Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Shares                   | 11/18/2016                           |  | M                              |   | 3,000 A \$ 742  | 37,975 <sup>(1)</sup>                                    | D  |
| Common Shares                   | 11/18/2016                           |  | F                              |   | 2,658 D \$ 837.21   | 35,317 <sup>(1)</sup>                                    | D  |
| Common Shares                   | 11/21/2016                           |  | M                              |   | 3,000 A \$ 742  | 38,317 <sup>(1)</sup>                                    | D  |
| Common Shares                   | 11/21/2016                           |  | F                              |   | 2,673 D \$ 832.56   | 35,644 <sup>(1)</sup>                                    | D  |
|                                 | 11/22/2016                           |  | M                              |   | 3,000 A \$ 742  | 38,644 <sup>(1)</sup>                                    | D  |

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|                            |            |  |   |       |   |           |                       |   |                                   |
|----------------------------|------------|--|---|-------|---|-----------|-----------------------|---|-----------------------------------|
| Common Shares              |            |  |   |       |   |           |                       |   |                                   |
| Common Shares              | 11/22/2016 |  | F | 2,688 | D | \$ 828.06 | 35,956 <sup>(1)</sup> | D |                                   |
| Common Shares              |            |  |   |       |   |           | 12,278                | I | By Grantor Retained Annuity Trust |
| Common Shares (restricted) |            |  |   |       |   |           | 5,000                 | D |                                   |
| Common Shares              |            |  |   |       |   |           | 6,106                 | I | By IRA                            |
| Common Shares              |            |  |   |       |   |           | 716                   | I | By 401(k)                         |

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Share Options (right to buy)        | \$ 742   | 11/18/2016                           |  | M                              | 3,000   | <sup>(2)</sup> 01/20/2017                                | Common Shares   | 3,000                         |
| Common Share Options (right to             | \$ 742   | 11/21/2016                           |  | M                              | 3,000   | <sup>(2)</sup> 01/20/2017                                | Common Shares   | 3,000                         |

|   |        |            |   |       |     |            |                  |       |  |
|---|--------|------------|---|-------|-----|------------|------------------|-------|--|
| buy)  |        |            |   |       |     |            |                  |       |  |
| Common<br>Share<br>Options<br>(right to<br>buy) | \$ 742 | 11/22/2016 | M | 3,000 | (2) | 01/20/2017 | Common<br>Shares | 3,000 |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |                            |                          |
|---|---------------|--------------|----------------------------|--------------------------|
|   | Director      | 10%<br>Owner | Officer                    | Other                    |
| BARRETTE RAYMOND JOSEPH RENE<br>C/O WHITE MOUNTAINS INSURANCE<br>GROUP<br>80 SOUTH MAIN STREET<br>HANOVER, NH 03755 | X             |              | Chief Executive<br>Officer | Chairman of the<br>Board |

## Signatures

Wesley C. Bell, by Power of Attorney  
11/22/2016

\_\_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) Includes shares held in accounts jointly owned by the Reporting Person and his spouse.
- (2) All of the options are fully vested and exercisable.

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.