

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

May 13, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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)
05/11/20094. 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 ☒ Other (specify
below) below)
Chief Executive Officer / Chairman of the
Board6. 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 Beneficial Ownership (Instr. 4)
Common Shares	05/11/2009		P	800 ⁽¹⁾ A \$ 216.4575	28,995	D	
Common Shares	05/11/2009		P	200 ⁽¹⁾ A \$ 216.49	29,195	D	
Common Shares (restricted)					36,000	D	
Common Shares					24,768	I	By Grantor

Common Shares	11,615	I	Retained Annuity Trust By wife
Common Shares	775	I	by daughter
Common Shares	300	I	By son
Common Shares	4,230	I	By IRA
Common Shares	143 ⁽²⁾	I	By 401(k)

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

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(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. Price or Derivative Security (Instr. 3)
Common Share Options	\$ 650 ⁽³⁾			Code V (A) (D)		Date Exercisable ⁽⁴⁾ 01/19/2014	Common Shares	Amount or Number of Shares 200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETTE RAYMOND JOSEPH RENE	X		Chief Executive	Chairman of the

C/O WHITE MOUNTAINS INSURANCE
GROUP
80 SOUTH MAIN STREET
HANOVER, NH 03755

Officer

Board

Signatures

Jason R. Lichtenstein, by Power of
Attorney

05/13/2009

__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) Common Shares acquired in open market transaction.

Since April 1, 2009, the date of Reporting Person's last filing, Reporting Person has acquired 15 shares of WTM Common Shares under

(2) his 401(k) Plan. WTM Common Shares are purchased at fair market value on the date of purchase. The information in this report is based on a plan statement dated as of May 8, 2009.

(3) On January 20, 2007, the Reporting Person was granted options to purchase 200,000 Common Shares with an initial exercise price of \$650 per share. The exercise price increases on a cumulative basis at an annual rate of 5% less the annualized regular dividend rate.

(4) The options vest in five equal annual installments beginning January 19, 2008.

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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