

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

December 12, 2016

FORM 4

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

OMB APPROVAL

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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)

12/08/2016

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Shares | 12/08/2016 | | M | | 3,000 A \$ 742 | 42,688 ⁽¹⁾ | D |
| Common Shares | 12/08/2016 | | F | | 2,595 D \$ 857.65 | 40,093 ⁽¹⁾ | D |
| Common Shares | 12/09/2016 | | M | | 3,000 A \$ 742 | 43,093 ⁽¹⁾ | D |
| Common Shares | 12/09/2016 | | F | | 2,603 D \$ 854.9 | 40,490 ⁽¹⁾ | D |
| | 12/12/2016 | | M | | 5,000 A \$ 742 | 45,490 ⁽¹⁾ | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-------|---|-----------|-----------------------|---|
| Common Shares | | | | | | | | |
| Common Shares | 12/12/2016 | | F | 4,274 | D | \$ 868 | 41,216 ⁽¹⁾ | D |
| Common Shares | 12/12/2016 | | S | 2,000 | D | \$ 867.89 | 8,000 | I |
| Common Shares (restricted) | | | | | | | 5,000 | D |
| Common Shares | | | | | | | 6,106 | I |
| Common Shares | | | | | | | 717 ⁽²⁾ | I |

by Grantor Retained Annuity Trust

By IRA

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 | 12/08/2016 | | M | 3,000 | ⁽³⁾ 01/20/2017 | Common Shares | 3,000 |
| Common Share Options (right to | \$ 742 | 12/09/2016 | | M | 3,000 | ⁽³⁾ 01/20/2017 | Common Shares | 3,000 |

buy)

Common
Share

| | | | | | | | | |
|------------------------------|--------|------------|---|-------|------------|------------|------------------|-------|
| Options (right to buy) | \$ 742 | 12/12/2016 | M | 5,000 | <u>(3)</u> | 01/20/2017 | Common Shares | 5,000 |
|------------------------------|--------|------------|---|-------|------------|------------|------------------|-------|

Reporting Owners

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

Signatures

Wesley C. Bell, by Power of Attorney
12/12/2016

__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.

Since the date of the Reporting Person's last filing, he acquired 1 WTM Common Share under the company 401(k) plan. The WTM

(2) Common Share was purchased at fair market value on the date of purchase. The information in this report is based on a plan report dated as of December 8, 2016.

(3) 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.

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