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WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

Common

Shares

March 02, 2009

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SEELIG ROBERT LAWRENCE Issuer Symbol WHITE MOUNTAINS (Check all applicable) INSURANCE GROUP LTD [WTM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O WHITE MOUNTAINS 02/26/2009 Vice Pres. & General Counsel **INSURANCE GROUP, LTD, 80** SOUTH MAIN STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) 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 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 4,500 \$0 Shares 02/26/2009 Α 6,500 D (1) (restricted) Common 700 D Shares

 $178 \frac{(2)}{2}$

Ι

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

By 401(k)

OMB APPROVAL

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title ar	nd	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ation Date A		of	Derivative
Security	or Exercise		any	Code	of (Month/Day/Year)		Underlyin	ng	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative			Securities		(Instr. 5)	
	Derivative				Securities			(Instr. 3 and 4)		
	Security				Acquired					
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
								An	nount	
						Date Expiration Exercisable Date	Expiration	or		
							Title Nu	ımber		
							Date	of		
				Code	V (A) (D)			Sha	ares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEELIG ROBERT LAWRENCE C/O WHITE MOUNTAINS INSURANCE GROUP, LTD 80 SOUTH MAIN STREET HANOVER, NH 03755

Vice Pres. & General Counsel

Signatures

Jason R. Lichtenstein, by Power of Attorney 03/02/2009

**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) On February 26, 2009, the Reporting Person received a restricted share award of 4,500 Common Shares. The restricted shares vest on December 31, 2010.
- Since June 24, 2008, the date of Reporting Person's last filing, Reporting Person acquired 32 shares of WTM Common Shares in his (2) 401(k) Plan account. 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 January 31, 2009.

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.

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