

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

January 16, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
01/11/2007

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Shares                   | 01/11/2007                           |  | M                              | (A)<br>2,613<br>(1)   | 13,447  | D  |  |
| Common Shares                   | 01/11/2007                           |  | D                              | (D)<br>2,613<br>(1)   | \$ 10,834   | D  |  |
| Common Shares                   |                                      |  |                                |   | 4,615   | I  | By wife                                    |
| Common Shares                   |                                      |  |                                |   | 100   | I  | By son                                     |
|                                 |                                      |  |                                |   | 5,000   | I  |  |

|               |       |   |  |                                   |
|---------------|-------|---|--|-----------------------------------|
| Common Shares |       |   |  | By Grantor Retained Annuity Trust |
| Common Shares | 4,230 | I |  | By IRA                            |
| Common Shares | 13    | I |  | By 401(k)                         |

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.**

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |  | Date Exercisable Expiration Date                         | Title   |                            |
| Phantom Shares (Deferred Compensation)     | (3)  | 01/11/2007                           |  | M                              | 2,613<br>(1)   | (4) (4)  | Common Shares   | 2,613                      |

## Reporting Owners

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

## Signatures

Jason R. Lichtenstein, by Power of  
Attorney

01/16/2007

\_\_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 payment of deferred compensation as a result of the Reporting Person's separation of employment from WTM.
- (2) Each Phantom Share was the economic equivalent of one WTM Common Share. The Reporting Person settled his Phantom Shares for cash.
- (3) Phantom Shares are convertible into Common Shares on a 1 for 1 basis.

The Phantom Shares are held in Reporting Person's deferred compensation account. As a result of the Reporting Person's separation of

- (4) employment from WTM, the deferred compensation account is payable, in cash or in Common Shares, in ten equal installments that commenced in 2006. Final payment is due in 2015.

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.