

WHITE MOUNTAINS INSURANCE GROUP LTD

Form 4

September 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Rountree George Manning

(Last) (First) (Middle)

C/O WHITE MOUNTAINS
INSURANCE GROUP LTD, 80
SOUTH MAIN ST.

(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)
09/08/2015

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)
Managing Director

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares | 09/08/2015 | | S | 100 | D \$ 749.5 | 6,149 | D |
| Common Shares | 09/08/2015 | | S | 100 | D \$ 749.99 | 6,049 | D |
| Common Shares | 09/08/2015 | | S | 598 | D \$ 750 | 5,451 | D |
| Common Shares | 09/08/2015 | | S | 347 | D \$ 750.02 | 5,104 | D |
| | 09/08/2015 | | S | 200 | D \$ 751.75 | 4,904 | D |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|------------|-------------------|---|-----------|
| Common Shares | | | | | | | | |
| Common Shares | 09/08/2015 | S | 63 | D | \$ 752.135 | 4,841 | | D |
| Common Shares | 09/08/2015 | S | 208 | D | \$ 752.25 | 4,633 | | D |
| Common Shares | 09/08/2015 | S | 400 | D | \$ 752.5 | 4,233 | | D |
| Common Shares | 09/08/2015 | S | 294 | D | \$ 753.5 | 3,939 | | D |
| Common Shares | 09/08/2015 | S | 1 | D | \$ 754.25 | 3,938 | | D |
| Common Shares | 09/08/2015 | S | 50 | D | \$ 754.61 | 3,888 | | D |
| Common Shares | 09/09/2015 | S | 639 | D | \$ 749.97 | 3,249 | | D |
| Common Shares | 09/09/2015 | S | 100 | D | \$ 750 | 3,149 | | D |
| Common Shares | 09/09/2015 | S | 139 | D | \$ 750.003 | 3,010 | | D |
| Common Shares | 09/09/2015 | S | 100 | D | \$ 750.04 | 2,910 | | D |
| Common Shares | 09/09/2015 | S | 255 | D | \$ 750.05 | 2,655 | | D |
| Common Shares | 09/09/2015 | S | 100 | D | \$ 751.61 | 2,555 | | D |
| Common Shares | 09/09/2015 | S | 106 | D | \$ 753.22 | 2,449 | | D |
| Common Shares | 09/09/2015 | S | 100 | D | \$ 753.24 | 2,349 | | D |
| Common Shares | 09/09/2015 | S | 100 | D | \$ 754.5 | 2,249 | | D |
| Common Shares (restricted) | | | | | | 6,750 | | D |
| Common Shares | | | | | | 78 ⁽¹⁾ | I | by 401(k) |

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

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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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rountree George Manning C/O WHITE MOUNTAINS INSURANCE GROUP LTD 80 SOUTH MAIN ST. HANOVER, NH 03755 | | | Managing Director | |

Signatures

Jason R. Lichtenstein, by Power of Attorney
Date: 09/10/2015

__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).
- Since the date of Reporting Person's last filing, Reporting Person acquired 5 shares of WTM Common Shares under a company 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 August 30, 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.