

BARRETTE RAYMOND JOSEPH RENE

Form 4

March 06, 2008

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
03/04/2008

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 ☒ Other (specify
below) 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 (A) or (D)	Price	
Common Shares	03/04/2008		M		21,136	A 11 34,970 ⁽²⁾	D
Common Shares	03/04/2008		D		6,136 ⁽¹⁾	D \$ 478	D
Common Shares (restricted)						43,000 ⁽²⁾	D
Common Shares						4,615	I By wife

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Common Shares	100	I	By son
Common Shares	9,000	I	By Grantor Retained Annuity Trust
Common Shares	4,230	I	By IRA
Common Shares	51 ⁽³⁾	I	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Phantom Shares (Deferred Compensation)	(4)	03/04/2008		M		21,136		(5)	(5)	Common Shares	21,136
Common Share Options	\$ 650 (6)							(7)	01/19/2014	Common Shares	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETTE RAYMOND JOSEPH RENE C/O WHITE MOUNTAINS INSURANCE GROUP	X		Chief Executive Officer	Chairman of the Board

80 SOUTH MAIN STREET
HANOVER, NH 03755

Signatures

Jason R. Lichtenstein, by Power of
Attorney

03/06/2008

__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 March 4, 2008, 15,000 of the Reporting Person's Phantom Shares were settled for an equal number of WTM Common Shares and the remaining 6,136 Phantom Shares were settled for cash. Each Phantom Share was the economic equivalent of one WTM Common Share. The Reporting Person has agreed not to transfer the Common Shares received in the distribution until the second anniversary of the distribution.

(2) Reflects reclassification of 7,000 WTM Common Shares from "Common Shares (restricted)" to unrestricted "Common Shares" (owned directly).

(3) Since the date of his last filing, the Reporting Person acquired 14 WTM Common Shares in his 401(k) account. WTM Common Shares are purchased at their fair market value on the date of acquisition. This information in this reports is based on a plan statement dated February 29, 2008.

(4) Each Phantom Share is the economic equivalent of one WTM Common Share.

(5) In connection with a previously made election in accordance with Section 409A of the federal tax code, the Reporting Person was due a distribution of his deferred compensation account balances in the first quarter of 2008. At the request of the Reporting Person, and as permitted by the plan governing the Reporting Person's deferred compensation, the Compensation Committee of WTM determined to settle a portion of the account in WTM Common Shares and the remainder in cash. The amount of the distribution made in Common Shares was roughly equal to the after-tax value of the Phantom Shares contained in the Reporting Person's account.

(6) 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.

(7) 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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