SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APP	ROVAL
OMB Number:	3235-028

Ш	hours per response:	0.5
ш	Estimated average burden	

	ss of Reporting Person		2. Issuer Name and Ticker or Trading Symbol <u>WHITE MOUNTAINS INSURANCE</u> <u>GROUP LTD</u> [WTM]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify
LTD 80 SOUTH MAIN STREET			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2019	X	below) EVP & General C	below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,	
HANOVER NH 03755		03755			Form filed by More than Person	0
(City)	(State)	(Zip)				

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 Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code V		Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Shares	01/01/2019		F		794	D	\$857.69	15,606(1)	D	
Common Shares (restricted)								3,800 ⁽¹⁾	D	
Common Shares								5	Ι	by wife and dependent children
Common Shares								555	I	By 401(k)

Common	Shares												555	1	Dy 401(K)
	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 2. (Month/Day/Year) 2. (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. A. Deemed Execution Date, if any (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4	6. Date E: Expiratio (Month/D			7. Title Amoun Securit Underly Derivat Securit and 4)	t of ies /ing ive y (Instr. 3	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
											Amount			1	

Date

Exercisable

Expiration

Date

Explanation of Responses:

1. On January 1, 2019, 2,000 restricted Common Shares became unrestricted. 794 of the Common Shares were withheld by the Company to satisfy the Reporting Person's tax obligations. **Remarks:**

(A) (D)

ν

Code

Wesley C. Bell, by Power of

Number

Shares

of

Title

<u>Attorney</u>

01/02/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Robert L. Seelig, Executive Vice President & General Counsel, Jennifer L. Moyer, Managing Director & Corporate Secretary, Jason R. Lichtenstein, Managing Director & Associate General Counsel, and Wesley Bell, Vice President & Assistant General Counsel, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of White Mountains Insurance Group, Ltd. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not rendering legal advice of any form, other than satisfying

regulatory filing requirements, with respect to any transactions to be reported on Forms 3, 4 and 5 are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The undersigned hereby grants this Power of Attorney with the understanding that information provided to each such attorney-in-fact is strictly confidential and will not be disclosed to senior management, directors or other third parties whether affiliated or otherwise and will be used solely to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date indicated below.

Date: May 24, 2018 /s/ Robert L. Seelig