

Frinquelli Angelo Michael
 Form 4
 October 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
 Frinquelli Angelo Michael

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WHITE MOUNTAINS
 INSURANCE GROUP LTD [WTM]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/22/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HANOVER, NH 03755

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | 10/22/2010 | | M | 101 A | \$ 0 (1) 401 | D | |
| Common Shares | | | | | 100 | I | by wife |
| Common Shares | | | | | 300 | I | by Trust |
| Common Shares | | | | | 300 | I | By Renaissance Fund |

Advisors Inc.
(2)

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Shares (Deferred Compensation) | (3) | 10/22/2010 | | M | 101 | (4) (4) | Common Shares | 101 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Frinquelli Angelo Michael
C/O WHITE MOUNTAINS INSURANCE GROUP, LTD
80 SOUTH MAIN STREET
HANOVER, NH 03755

X

Signatures

Jason R. Lichtenstein, by Power of Attorney
10/22/2010

**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).

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- On October 22, 2010, in accordance with a prior irrevocable election, 101 of the Reporting Person's Phantom Shares held in a deferred compensation account were settled for an equal number of WTM Common Shares. Each Phantom Share was the economic equivalent of one WTM Common Share.
- (1) compensation account were settled for an equal number of WTM Common Shares. Each Phantom Share was the economic equivalent of one WTM Common Share.
 - (2) Reporting Person is the sole shareholder of Renaissance Fund Advisors Inc.
 - (3) Phantom Shares are held in a deferred compensation account and are convertible into Common Shares on a 1 for 1 basis.
 - (4) The Phantom Shares are payable upon the earlier of the date when the Reporting Person ceases to be a director of the Company or a date certain selected by the Reporting Person. The transaction being reported is the final distribution made to the Reporting Person in respect of his deferred compensation account in accordance with a previously made distribution election pursuant to Section 409A of the Internal Revenue Code.

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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