

Enstar Group LTD  
Form 4  
March 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
OROS JOHN J

(Last) (First) (Middle)

P.O. BOX HM 2267, WINDSOR PLACE,, 3RD FLOOR, 18 QUEEN STREET

(Street)

HAMILTON, D0 HM JX

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Enstar Group LTD [ESGR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2010

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)  
Executive Chairman

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 (D) Price  |   |  |  |
| Ordinary Shares                 | 02/25/2010                           |  | M                              | 48,075 A \$ 13  | 107,091   | D  |  |
| Ordinary Shares                 | 02/25/2010                           |  | F                              | 22,324 D \$ 62.54   | 84,767  | D  |  |
| Ordinary Shares                 |                                      |  |                                |   | 200,000   | I  | Owned through Brittany Ridge Investment Partners, L.P. |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Options to Purchase Ordinary Shares        | \$ 13  | 02/25/2010                           |  | M                              | 48,075  | 01/31/2007 02/28/2010                                    | Ordinary Shares 48,075  |
| Options to Purchase Ordinary Shares        | \$ 18.35   |                                      |  |                                |   | 01/31/2007 06/26/2011                                    | Ordinary Shares 49,037  |
| Options to Purchase Ordinary Shares        | \$ 19.63   |                                      |  |                                |   | 01/31/2007 09/27/2011                                    | Ordinary Shares 49,037  |
| Options to Purchase Ordinary Shares        | \$ 40.78   |                                      |  |                                |   | 01/31/2007 08/18/2013                                    | Ordinary Shares 98,075  |

## Reporting Owners

| Reporting Owner Name / Address                  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| OROS JOHN J<br>P.O. BOX HM 2267, WINDSOR PLACE, | X             |           | Executive Chairman |       |

3RD FLOOR, 18 QUEEN STREET  
HAMILTON, D0 HM JX

## Signatures

/s/ John J. Oros

03/01/2010

\_\_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).

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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