

Enstar Group LTD
Form 4
January 10, 2014

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 *
Packer Nicholas Andrew

(Last) (First) (Middle)

P.O. BOX HM 2267, WINDSOR PLACE,, 3RD FLOOR, 22 QUEEN STREET

(Street)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

HAMILTON, D0 HM JX

(City) (State) (Zip)

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	01/08/2014		S ⁽¹⁾		173	D	\$ 135.5549 (2)	343,202	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/08/2014		S ⁽¹⁾		1,610	D	\$ 134.1671 (4)	341,592	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/08/2014		S ⁽¹⁾		690	D	\$ 133.4833 (5)	340,902	I	By Hove Investments Holding Ltd.

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									(3)
Ordinary Shares	01/09/2014	S ⁽¹⁾	2,881	D	\$ (6)	134,9878	338,021	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/09/2014	S ⁽¹⁾	1,419	D	\$ (7)	133,9716	336,602	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/10/2014	S ⁽¹⁾	2,686	D	\$ (8)	135,2847	333,916	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/10/2014	S ⁽¹⁾	1,141	D	\$ (9)	134,0636	332,775	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares	01/10/2014	S ⁽¹⁾	100	D	\$	133.47	332,675	I	By Hove Investments Holding Ltd. (3)
Ordinary Shares							16,695	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Packer Nicholas Andrew P.O. BOX HM 2267, WINDSOR PLACE, 3RD FLOOR, 22 QUEEN STREET HAMILTON, D0 HM JX			Executive Vice President	

Signatures

/s/ Audrey B. Taranto by power of attorney
Date: 01/10/2014

__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) Effected pursuant to a Rule 10b5-1(c) sales plan adopted by Hove Investments Holdings Ltd. on November 12, 2013 and modified on November 27, 2013.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.00 to \$135.96, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (4) through (9) of this Form 4.
 - (2) Hove Investments Holding Ltd. is owned by the Hove Trust. The trustee of the Hove Trust is R&H Trust Co. (BVI) Limited. The reporting person and his immediate family are the sole beneficiaries of the Hove Trust.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.74 to \$134.53, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.32 to \$133.65, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.55 to \$135.50, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.59 to \$134.40, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.73 to \$135.70, inclusive.
 - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$133.67 to \$134.59, inclusive.
 - (9)

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.