OneBeacon Insurance Group, Ltd.

Form 4

March 04, 2014

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Brehm Paul J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OneBeacon Insurance Group, Ltd. [OB]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title _ Other (specify

(Month/Day/Year) 601CARLSON PARKWAY, SUITE

02/28/2014

below) Executive VP, Specialty Lines

600

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MINNETONKA, MN 55305

| (City) | (State) | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow | | | | | | | |
|--------------------------------------|---|---|---|--------------|---|------------|--|---|-------------------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | | | d of | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Class A Common Shares | 02/28/2014 | | F | 2,647 (1) | D | \$ 16.4 | 14,353 | D | |
| Class A Common Shares | | | | | | | 1,629 | I | in 401(k)/ESOP |

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

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(9-02)

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title and | d 8. | Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|---------------------|------------|-----------------|----------------|------------------|-------|-----------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | onNumber | Expiration Date | | Amount of | f De | erivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underlying | g Se | curity | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivati | | e | | Securities | (Ir | nstr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 and 4) | nd 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | A | 4 | | |
| | | | | | | | | | ount | | |
| | | | | | | Date | Expiration | or T'(1 N | | | |
| | | | | | | Exercisable | ercisable Date | | nber | | |
| | | | | G 1 17 | (A) (D) | | | of | | | |
| | | | | Code V | (A) (D) | | | Shai | res | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brehm Paul J 601CARLSON PARKWAY SUITE 600 MINNETONKA, MN 55305

Executive VP, Specialty Lines

Signatures

Reporting Person

/s/ Sarah A.
Kolar

**Signature of 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) These shares were sold back to the Company at a price of \$16.40 per share (the closing price on February 28, 2014) to cover estimated tax withholding liability triggered by the vesting of 7,500 shares of restricted stock on February 28, 2014.

Remarks:

Power of Attorney attached.

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.

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