Enstar Group LTD Form 4 January 05, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

2. Issuer Name and Ticker or Trading

Enstar Group LTD [ESGR]

3. Date of Earliest Transaction

(Print or Type Responses)

20

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * CAMPBELL ROBERT J

(First) (Last)

(Middle)

360 MADISON AVENUE, SUITE

(Street)

01/03/2017

(Month/Day/Year)

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

NEW YORK, NY 10017

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

5. Amount of

Securities

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(e.g., puts, calls, warrants, options, convertible securities)

Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

6. Ownership Form: Direct (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

(A)

or

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

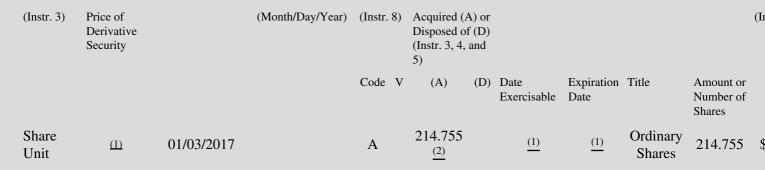
7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

1

D

Se

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Reporting Owners

Reporting Owner Name / Address	Relationships				
• 9	Director	10% Owner	Officer	Other	
CAMPBELL ROBERT J 360 MADISON AVENUE, SUITE 20	X				
NEW YORK, NY 10017					

Signatures

/s/ Audrey B. Taranto by power of 01/05/2017 attorney

> Date **Signature of Reporting Person

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).
- Each Share Unit is granted pursuant to the Enstar Group Limited Deferred Compensation and Ordinary Share Plan for Non-Employee Directors (the "Plan"). Pursuant to the Plan, each Share Unit is the economic equivalent of one ordinary share. The Share Units become payable in ordinary shares (with any fractional shares paid in cash) upon the Reporting Person's termination of service as a member of the Board of Directors of Enstar Group Limited.
- (2) Share Units granted as a result of the Reporting Person's election, pursuant to the Plan, to defer quarterly cash director fees.

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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