ARMSTRONG WHIT Form 4/A

February 13, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

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...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

01/31/2007

Shares

1. Name and AARMSTRC	Symbol	•				5. Relationship of Reporting Person(s) to Issuer				
Ens			Enstar Group LTD [ESGR]				(Check all applicable)			
(Last)	(First) (M	Middle) 3. Date of	of Earliest Tr	ansaction						
		`	Day/Year)				_X_ Director		6 Owner	
110 REDW	01/31/2	01/31/2007				below)	te titleOth below)	er (specify		
(Street) 4. I			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
File			Filed(Month/Day/Year)				Applicable Line)			
			02/01/2007				_X_ Form filed by One Reporting Person			
ENTERPRI					Form filed by More than One Reporting Person					
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Month/Day/Year) Execution Date, if		Transaction(A) or Disposed of					Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	8) (Instr. 3, 4 and 5)		Owned Indirect (I)		Ownership		
							Following Reported	(Instr. 4)	(Instr. 4)	
					(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Ordinary	01/31/2007		Δ	26 647	Δ	(1)	26 647	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

26,647

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

26,647 A

<u>(1)</u>

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date ies (Month/Day/Year) ed (A) posed of		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	\$ 19.27 (2)	01/31/2007		A	14,711 (2)	01/31/2007	01/01/2011	Ordinary Shares	14,711 (2)
Restricted Share Units	<u>(3)</u>	01/31/2007		A	14,922	01/31/2007	<u>(3)</u>	Ordinary Shares	14,922

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
ARMSTRONG WHIT	X						
ENTERPRISE, AL 36330	Λ						

Signatures

Cheryl D. Davis by power of attorney 02/13/2007

**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).

Received in exchange for 26,647 shares of common stock of The Enstar Group, Inc. in connection with the merger of The Enstar Group, Inc. and a subsidiary of Enstar Group Limited, formerly known as Castlewood Holdings Limited (the "Merger"). On the effective date

- (1) of the Merger, the closing price of the common stock of The Enstar Group, Inc. was \$107.83 per share. On the first day of trading after the effective date of the Merger (the first date of trading in the ordinary shares of Enstar Group Limited), the closing price of Enstar Group Limited ordinary shares was \$104.75 per share.
- (2) Received in the Merger in exchange for a stock option to acquire 15,000 shares of common stock of The Enstar Group, Inc. with an exercise price of \$18.90.
- Received in the Merger in exchange for Restricted Stock Units of The Enstar Group, Inc. accrued under The Enstar Group, Inc.

 Deferred Compensation and Stock Plan for Non-Employee Directors, as amended and restated. The RSUs may be settled in a lump sum distribution or in quarterly or annual installment payments over a period not to exceed 10 years beginning as of the first business day of any calendar year after the termination of the Reporting Person's services on the Board of Directors of Enstar Group Limited.

Remarks:

Reporting Owners 2

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This amendment amends the Form 4 filed on February 1, 2007 to reflect the number of ordinary shares underlying stock option. 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.