FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] ARMSTRONG WHIT						2. Issuer Name and Ticker or Trading Symbol Enstar Group LTD [ESGR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)						3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007								Officer below)	(give title	e Other (sp below)		specify	
110 REDWING DRIVE (Street) ENTERPRISE AL 36330					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
City) (State) (Zip)					5									Form filed by More than One Reporting Person					
		Tab	le I - N	lon-Deriv	vative \$	Sec	curities A	Acq	uired,	Disp	osed of	, or Be	neficial	ly Owned	k				
1. Title of Security (Instr. 3) Date (Month/Day						Exe if a	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)			ties Acqu I Of (D) (Ir		Securiti Benefic Owned	es ially	Forn (D) o Indir	n: Direct	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) o (D)	r Price	Followi Reporte Transac (Instr. 3	d tion(s)	on(s)		(Instr. 4)	
Ordinary Shares 01/31/20					2007	007		Α		26,647	26,647 A		26	6,647		D			
			Tab								sed of, oı nvertible			wned					
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transac Code (Ir 8)				6. Date Exerc Expiration D (Month/Day/\		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported	i Ily I	Ownershi Form: Direct (D) or Indirec (I) (Instr. 4)	Beneficial Ownership	
						ie V (A) (D)	(D)	Date Exercisa		Expiration Date	Title	Amount or Number of Shares		Transactio (Instr. 4)	on(s)				
Options to Purchase Ordinary Shares	(2)	01/31/2007			A		15,000 ⁽²⁾		01/31/20	007	01/01/2011	Ordinary Shares	(2)	(2)	15,000(2)	D		
Restricted Share Units	(3)	01/31/2007			A		14,922		01/31/20	007	(3)	Ordinary Shares	14,922	(3)	14,922	2	D		

Explanation of Responses:

1. 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 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. The number of shares of Enstar Group Limited underlying such option and the corresponding exercise price will be determined pursuant to a formula based on the closing price of the ordinary shares of Enstar Group Limited for the five trading days following the closing of the Merger and will therefore change from figures reported herein.

3. 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:

T. Whit Armstrong

01/31/2007

Date

** Signature of Reporting Person

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

* 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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