

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| 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**

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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>CAMPBELL ROBERT J</u><br><hr/> (Last) (First) (Middle)<br><u>360 MADISON AVENUE, SUITE 20</u><br><hr/> (Street)<br><u>NEW YORK NY 10017</u><br><hr/> (City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>Enstar Group LTD [ ESGR ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>05/12/2010</u>           |   |
| <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   |  |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                  |   |  |   |
| Ordinary Shares                 | 05/12/2010                           |  | P                              |   | 1,500   | A          | \$64.91 <sup>(1)</sup> | 41,000  | I  | By self-directed pension plan                         |
| Ordinary Shares                 | 05/12/2010                           |  | P                              |   | 500   | A          | \$64.91 <sup>(2)</sup> | 500   | I  | By Amy S. Campbell Family Trust                       |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 51,645  | D  |   |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 32,300  | I  | By spouse   |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 25,050  | I  | By Osprey Partners                                    |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 12,600  | I  | By children   |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 3,000   | I  | By Robert J. Campbell Family Trust                    |
| Ordinary Shares                 |                                      |  |                                |   |   |            |                        | 2,500   | I  | By F.W. Spellissy Trust                               |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |

**Explanation of Responses:**

- The price in Column 4 is a weighted average price. The prices actually received ranged from \$64.75 to \$65.00. 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 range.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$64.75 to \$65.00. 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 range.

**Remarks:**

/s/ Richard J. Harris by Power    05/14/2010  
of Attorney

\*\* Signature of Reporting Person    Date

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**