

OMB APPROVAL	
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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* <u>Flowers J. Christopher</u> (Last) (First) (Middle) 717 FIFTH AVE. 26TH FLOOR (Street) NEW YORK NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Enstar Group LTD [ESGR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2011	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/24/2011		M		371.2	A	(1)	1,184,926.2	D	
Ordinary Shares	05/24/2011		D ⁽¹⁾		371.2	D	\$97.03 ⁽¹⁾	1,184,555	D	
Ordinary Shares	05/24/2011		M		4,515	A	(2)	1,189,070	D	
Ordinary Shares	05/24/2011		M		3,610	A	(3)	1,192,680	D	
Ordinary Shares								285,714	I	By investment partnerships ⁽⁴⁾

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
Deferred Units	(1)	05/24/2011		M		371.2		(1)	(1)	Ordinary Shares	371.2	(1)	0	D	
Restricted Share Units	(2)	05/24/2011		M		4,515		(2)	(2)	Ordinary Shares	4,515	(2)	0	D	
Share Units	(3)	05/24/2011		M		3,610.369		(3)	(3)	Ordinary Shares	3,610.369	(3)	0	D	

Explanation of Responses:

- Each deferred unit was the economic equivalent of one ordinary share of the issuer. Pursuant to the terms of plan under which they were granted, the deferred units were settled in cash following Mr. Flowers' resignation from the issuer's board of directors. For each deferred unit, the issuer paid Mr. Flowers the cash equivalent of the closing share price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share). Although for reporting purposes the transaction is listed as a disposition to the issuer of a number of ordinary shares equal to the number of deferred units, no ordinary shares in respect of these deferred units were ever issued to Mr. Flowers.
- Each restricted share unit was the economic equivalent of one ordinary share of the issuer. The restricted share units were settled for an equal number of ordinary shares of the issuer, with fractional shares settled in cash based on the closing price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share).
- Each share unit was the economic equivalent of one ordinary share of the issuer. The share units were settled for an equal number of ordinary shares of the issuer, with fractional shares settled in cash based on the closing price of the issuer's ordinary shares on May 24, 2011, the settlement date (\$97.03 per share).
- Mr. Flowers holds an indirect interest in the reported securities through a pecuniary interest in, and the exercise of investment discretion over, 285,714 ordinary shares through (a) JCF Associates II Ltd., of which he is the sole director, and JCF Associates II-A LLC, of which he is the managing member, on behalf of J.C. Flowers II L.P., J.C. Flowers II-A L.P. and J.C. Flowers II-B L.P. and (b) FSO GP Ltd., of which he is the sole director, on behalf of Financial Service Opportunities L.P. (collectively, the "Funds"). Mr. Flowers disclaims beneficial ownership of the ordinary shares held by the Funds except to the extent of any pecuniary interest therein. This disclosure shall not be construed as an admission that Mr. Flowers is the beneficial owner of the Funds' shares.

Remarks:

/s/ J. Christopher Flowers 05/26/2011

** Signature of Reporting Person Date

* 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.