

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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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* <b>O'Shea Paul James</b>  (Last) (First) (Middle) <b>P.O. BOX HM 2267, WINDSOR PLACE</b> <b>3RD FLOOR, 22 QUEEN STREET</b>  (Street) <b>HAMILTON D0 HM JX</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Enstar Group LTD [ ESGR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2014</b>	
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	01/24/2014		S <sup>(1)</sup>		200	D	\$131.7 <sup>(2)</sup>	228,910	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/24/2014		S <sup>(1)</sup>		1,700	D	\$130.7672 <sup>(4)</sup>	227,210	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/27/2014		S <sup>(1)</sup>		805	D	\$130.4026 <sup>(5)</sup>	226,405	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/27/2014		S <sup>(1)</sup>		763	D	\$129.5786 <sup>(6)</sup>	225,642	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/27/2014		S <sup>(1)</sup>		2,458	D	\$128.5684 <sup>(7)</sup>	223,184	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/28/2014		S <sup>(1)</sup>		2,056	D	\$127.738 <sup>(8)</sup>	221,128	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares	01/28/2014		S <sup>(1)</sup>		2,344	D	\$127.3418 <sup>(9)</sup>	218,784	I	By the Elbow Trust <sup>(3)</sup>
Ordinary Shares								31,629	D	

**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					

Explanation of Responses:

1. Effected pursuant to a Rule 10b5-1(c) sales plan adopted by the Elbow Trust on September 18, 2013 and modified on November 27, 2013.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$131.59 to \$131.81, inclusive. 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 ranges set forth in footnotes (2) and (4) through (9) of this Form 4.
3. The trustee of the Elbow Trust is R&H Trust Co. (BVI) Limited. Mr. O'Shea and his immediate family are the sole beneficiaries of the Elbow Trust.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.45 to \$131.10, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$130.09 to \$131.06, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$129.04 to \$130.01, inclusive.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$128.09 to \$128.90, inclusive.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.46 to \$128.44, inclusive.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$127.08 to \$127.44, inclusive.

**Remarks:**

/s/ Audrey B. Taranto by      01/28/2014  
power 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.

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