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OFFICE OF INTERNATIONAL CORPORATE FINANCE

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5 June 2006

US Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
Mail Stop 3-2  
450 Fifth Street, NW  
Washington, DC 20549  
USA

SUPL

Re: Catlin Group Limited, Rule 12g3-2(b) Exemption, File No. 82-34808

To whom it may concern:

Please find enclosed information and/or documents furnished on behalf of Catlin Group Limited, Rule 12g3-2(b) File No. 82-34808, submitted pursuant to paragraph (b)(1)(iii) of Rule 12g3-2, which information shall not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the US Securities Exchange Act of 1934.

**INDEX**

Announcement	Date
REG-Catlin Group Limited Holding(s) in Company	02/06/2006
REG-Catlin Group Limited Director/PDMR Shareholding	26/05/2006

Yours faithfully,

Robina Malik  
Corporate Counsel

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J THOMSON  
FINANCIAL

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**Investor Relations**

**REG-Catlin Group Limited Director/PDMR Shareholding**  
Released: 26/05/2006

RNS Number:6848D  
Catlin Group Limited  
26 May 2006

Catlin Group Limited

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 OFFICE OF INTERNATIONAL  
 CORPORATE FINANCE

NOTIFICATION OF TRANSACTIONS OF DIRECTORS,  
PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an issuer to make a RIS notification required by DR 3.1.4R(1).

- (1) An issuer making a notification in respect of a transaction relating to shares or debentures of the issuer should complete boxes 1 to 16, 23 and 24.
- (2) An issuer making a notification in respect of a derivative relating to shares of the issuer should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An issuer making a notification in respect of options granted to a person discharging managerial responsibilities should complete boxes 1 to 17 and 24.
- (4) An issuer making a notification in respect of a financial instrument relating to the shares of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the issuer

CATLIN GROUP LIMITED

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4R(1)(b) a disclosure made in accordance with section 324 extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

(i) a transaction notified in accordance with DR 3.1.4R (1)(a)

3. Name of person discharging managerial responsibilities/director

MICHAEL HARPER

4. State whether notification relates to a person connected with a person discharging managerial responsibilities/director named in 3 and identify the connected person

MICHAEL HARPER

5. Indicate whether the notification is in respect of a holding of the shares referred to in 3 or 4 above or in respect of a non-beneficial interest

MICHAEL HARPER

6. Description of shares (including class), debentures or derivatives or financial instruments relating to shares

COMMON SHARES, PAR VALUE \$0.01

7. Name of registered shareholders(s) and, if more than one, the number shares held by each of them

MICHAEL HARPER

8. State the nature of the transaction

PURCHASE OF SHARES

9. Number of shares, debentures or financial instruments relating to shares acquired

10,000

10. Percentage of issued class acquired (treasury shares of that class not be taken into account when calculating percentage)

0.006%

11. Number of shares, debentures or financial instruments relating to shares disposed

NONE

12. Percentage of issued class disposed (treasury shares of that class not be taken into account when calculating percentage)

NONE

13. Price per share or value of transaction

430.5 PENCE PER SHARE

14. Date and place of transaction

26TH MAY 2006, LONDON

15. Total holding following notification and total percentage holding following notification (any treasury shares should not be taken into account when calculating percentage)

20,000 0.012%

16. Date issuer informed of transaction

26TH MAY 2006

If a person discharging managerial responsibilities has been granted an option by the issuer complete the following boxes

17. Date of grant

n/a

18. Period during which or date on which it can be exercised

n/a

19. Total amount paid (if any) for grant of the option

n/a

20. Description of shares or debentures involved (class and number)

n/a

21. Exercise price (if fixed at time of grant) or indication that price be fixed at the time of exercise

n/a

22. Total number of shares or debentures over which options held follow notification

n/a

23. Any additional information

NONE

24. Name of contact and telephone number for queries

WILLIAM SPURGIN 020 7626 0486

Name and signature of duly authorised officer of issuer responsible for notification

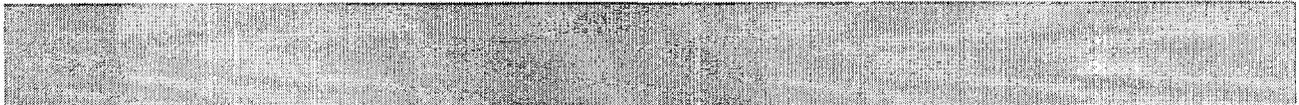
NICOLA PERERA

Date of notification

26TH MAY 2006

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The company news service from the London Stock Exchange

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## Investor Relations

**REG-Catlin Group Limited Holding(s) in Company**  
Released: 02/06/2006

RNS Number:0247E  
Catlin Group Limited  
02 June 2006

### SCHEDULE 10

#### NOTIFICATION OF MAJOR INTERESTS IN SHARES

1. Name of company:

Catlin Group Limited

2. Name of shareholder having a major interest:

FMR Corp, Fidelity International Limited, Edward C Johnson 3d

3. Please state whether notification indicates that it is in respect of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

FMR Corp and its direct and indirect subsidiaries, and Fidelity International Limited and its direct and indirect subsidiaries both being non-beneficial holders

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them:

Shares Held	Management Company	Nominee/Registered Name
2,310,083	FPM	STATE STREET BANK AND TRUST COMPANY LONDON (S)
1,838,592	FPM	NORTHERN TRUST LONDON
1,476,741	FPM	J P MORGAN, BOURNEMOUTH
411,012	FPM	HSBC BANK PLC
75,200	FPM	MELLON BANK
44,500	FPM	BANK OF NEW YORK BRUSSELS
486,300	FMRCO	JP MORGAN CHASE BANK
155,100	FMRCO	BROWN BROTHERS HARRIMAN AND COMPANY
23,946	FMRCO	STATE STREET BANK AND TRUST COMPANY
6,389,682	FISL	JP MORGAN, BOURNEMOUTH
781,000	FIL	JP MORGAN, BOURNEMOUTH
217,500	FIL	BROWN BROS HARRIMAN LTD LUX
89,500	FIL	HSBC BANK PLC
50,700	FIL	BNP PARIBAS, PARIS (C)
32,000	FIL	NORTHERN TRUST LONDON
11,600	FIL	BNP PARIBAS, PARIS
0	FIL	BROWN BROTHERS HARRIMAN AND COMPANY
15,500	FIJ	BROWN BROTHERS HARRIMAN AND COMPANY
276,200	FII	JP MORGAN, BOURNEMOUTH
14,685,156		Grand Total Common Shares

Note: Abbreviations used above are as follows:

"FII"	Fidelity Investments International
"FIJ"	Fidelity Investments Japan
"FIL"	Fidelity International Limited
"FISL"	Fidelity Investment Services Limited
"EMRCO"	Fidelity Management and Research Company
"FPM"	Fidelity Pension Management

5. Number of shares / amount of stock acquired:

N/A

6. Percentage of issued class:

N/A

7. Number of shares / amount of stock disposed:

740,534

8. Percentage of issued class:

0.45%

9. Class of security:

Common shares

10. Date of transaction:

Holdings are as at 30 May 2006. "Shares disposed" is decrease since pre disclosure

11. Date company informed:

1 June 2006

12. Total holding following this notification:

14,685,156

13. Total percentage holding of issued class following this notificatic

8.97%

14. Any additional information:

15. Name of contact and telephone number for queries:

William Spurgin, 020 7458 5726

16. Name and signature of authorised company official responsible for n this notification:

William Spurgin, Head of Investor Relations

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