SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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 <sup>*</sup> WHITE MOUNTAINS INSURANCE GROUP LTD			2. Date of Even Requiring State (Month/Day/Ye 01/21/2010	ement	3. Issuer Name and Ticker or Trading Symbol Symetra Financial CORP [ SYA ]						
(Last) (First) (Middle)					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner				5. If Amendment, Date of Original Filed (Month/Day/Year)		
80 SOUTH MAIN ST.					Officer (give title below)		Other (spec below)	cify 6. Ap	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)									X Form filed b	y One Reporting Person	
HANOVER	NH	03755							Form filed b Reporting P	y More than One erson	
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Ins	r. 4)	3. Ownersh Form: Direc or Indirect ( (Instr. 5)	t (D)   (Ins	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					17,400,000		I		By: White Mountains Holdings (NL) B.V. <sup>(1)</sup>		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security			4. Conversio or Exercis Price of	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Expiration Date		Title		Amount or Number of Shares	Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Warrants to Purchase Common Stock		08/02/2004	08/02/2014	Common Stoc	k	9,487,872	11.49	I	By: White Mountains Holdings (NL) B.V. <sup>(1)</sup>		

Explanation of Responses:

1. White Mountains Holdings (NL) B.V. is an indirect wholly owned subsidiary of the Reporting Person.

## Remarks:

Jason R. Lichtenstein, by Power of Attorney

01/21/2010

\*\* 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 5 (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.

Know all by these presents, that the undersigned hereby constitutes and appoints Jason R. Lichtenstein, Vice President & Associate General Counsel of White Mountains Capital, Inc., signing singly, the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not rendering legal advice of any form, other than satisfying regulatory filing requirements, with respect to any transactions to be reported on Forms 3, 4 and 5 is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of, and transactions in, publicly-traded securities, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of

Attorney to be executed as of this 18th day of January 2010.

WHITE MOUNTAINS INSURANCE GROUP, LTD.

By: /S/ Jennifer L. Pitts Name: Jennifer L. Pitts Its: Corporate Secretary