WHITE MOUNTAINS INSURANCE GROUP LTD Form SC 13G February 14, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

UNISOURCE ENERGY CORPORATION

(Name of Issuer)

Common Shares

(Title of Class of Securities)

909205106

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- x Rule 13d-1(b)
- o Rule 13d-1(c)
- o Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the

Act (however, see the Notes).

CUSIP No. 909205106

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
	White Mountains Insurance Group, Ltd. White Mountains (No. 94-2708455)

2. Check the Appropriate Box if a Member of a Group (See Instructions)

X

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization Bermuda

5. Sole Voting Power Number of Shares 6. Shared Voting Power Beneficially 1,996,971* Owned by Each 7. Sole Dispositive Power Reporting Person With 8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,996,971*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9) 5.6%

12. Type of Reporting Person (See Instructions) HC, CO

* White Mountains directly controls no common shares of UniSource Energy Corporation (UniSource) and is deemed to indirectly control a total of 1,996,971 UniSource common shares (UniSource Shares) as follows: (i) 1,178,370 UniSource Shares owned by subsidiaries of White Mountains which are controlled by Prospector Partners LLC (Prospector), a sub-adviser of White Mountains Advisors LLC (WM Advisors); (ii) 441,267 UniSource Shares contained in various employee benefit plans of White Mountains which are controlled by Prospector, a sub-adviser of WM Advisors and (iii) 377,334 UniSource Shares owned by third parties pursuant to investment advisory agreements with WM Advisors, which are controlled by Prospector, a sub-adviser of WM Advisors.

1,996,971*

CUSIP No. 909205106

Person With

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entitie White Mountains Advisors, LLC. WM Advisors (No. 04-6140276)			
2.	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0		
	(b)	X		
3.	SEC Use Only			
4.	Citizenship or Place of Organization Delaware			
	5.		Sole Voting Power	
Number of				
Shares	6.		Shared Voting Power	
Beneficially			991,170**	
Owned by				
Each	7.		Sole Dispositive Power	
Reporting			0	

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 991,170**
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
- 11. Percent of Class Represented by Amount in Row (9) 2.8%
- 12. Type of Reporting Person (See Instructions)
 IA, CO

8.

** WM Advisors directly controls 991,170 UniSource Shares as follows: (i) 172,569 UniSource Shares owned by subsidiaries of White Mountains which are controlled by Prospector, a sub-adviser of WM Advisors; (ii) 441,267 UniSource Shares contained in various employee benefit plans of White Mountains which are controlled by Prospector, a sub-adviser of WM Advisors and (iii) 377,334 UniSource Shares owned by third parties pursuant to investment advisory agreements with WM Advisors, which are controlled by Prospector, a sub-adviser of WM Advisors.

Shared Dispositive Power

991,170**

(a) Name of Issuer UniSource Energy Corporation (b) Address of Issuer s Principal Executive Offices One South Church Avenue Suite 100 Tucson, AZ 85701 Item 2. (a) Name of Person Filing This statement is being filed by White Mountains, a Bermuda corporation, and its wholly-owned subsidiary WM Advisors, a Delaware corporation. White Mountains is a property and casualty insurance holding company and WM Advisors is a registered investment adviser. (b) Address of Principal Business Office or, if none, Residence The address of the principal executive office of White Mountains is 80 South Main Street, Hanover, NY 03755. The address of the principal executive office of WM Advisors is 370 Church Street, Guilford, CT 06437. (c) Ctitzenship (d) Title of Class of Securities Common Stock (e) CUSIP Number 9902051166 Item 3. If this statement is filed pursuant to \$\$240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c), Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c), Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c), Investment adviser in accordance with \$240.13d-1(b)(1)(ii)(F); (f) o An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(1)(ii)(F); (g) x(2) A parent holding company or control person in accordance with \$240.13d-1(b)(1)(ii)(F); (g) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 181.3); (h) O A chaving associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 181.3); (h) O A chaving associations as defined in Section of an investment company under section accordance with \$240.13d-1(b)(1)(ii)(i)(i)(i)(i)(i)(i)(i)(i)(i)(i)(i)(i	Item 1.					
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Common Stock CUSIP Number 909205106		(c)	Citizensnip			
Common Stock CUSIP Number 909205106		(d)	Title of Class of Securities			
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Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) 0 Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8). (e) x(1) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) 0 An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (g) x(2) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); (h) 0 A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) 0 A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(a)	0			
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Company Act of 1940 (15 U.S.C 80a-8). (e) x(1) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) O An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (g) x(2) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); (h) O A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) O A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(c)	0	U.S.C. 78c).		
(e) x(1) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (g) x(2) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(d)	0			
(f) o An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(1)(ii)(F); (g) x(2) A parent holding company or control person in accordance with \$240.13d-1(b)(1)(ii)(G); (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(e)	x(1)			
(g) x(2) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G); (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(f)				
240.13d-1(b)(1)(ii)(G); (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(g)	v(2)			
Deposit Insurance Act (12 U.S.C. 1813); (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);				240.13d-1(b)(1)(ii)(G);		
(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);		(h)	0			
1940 (15 U.S.C. 80a-3);		(i)	o	A church plan that is excluded from the definition of an investment		
		(j)	0			

⁽¹⁾ WM Advisors is filing as an investment adviser herein.

⁽²⁾ White Mountains is filing as a parent holding company herein.

Item 4. Provide the following	Ownership ng information regardi		recentage of the class of securities of the issuer identified in Item 1. White Mountains (No. 94-2708455)		
	(a)		1,996,971 shares.		
	(b)	Percent of class: 5.6%			
	(c)	Number of shares as to which the person has:			
		(i)	Sole power to vote or to direct the vote 0		
		(ii)	Shared power to vote or to direct the vote 1,996,971***		
		(iii)	Sole power to dispose or to direct the disposition of 0		
		(iv)	Shared power to dispose or to direct the disposition of 1,996,971***		
Name of Reporting Persons: WM Advisors (No. 04-6140276)					
	(a)	Traine of Reporting Persons.	Amount beneficially owned: 991,170 shares.		
	(b)		Percent of class: 2.8%		
	(c)	(i)	Number of shares as to which the person has: Sole power to vote or to direct the vote 0.		
		(i) (ii)	Shared power to vote or to direct the vote 991,170***.		
		(iii)	Sole power to dispose or to direct the disposition of 0.		
		(iv)	Shared power to dispose or to direct the disposition of 991,170***.		

^{***} The reporting persons directly control no UniSource Shares and indirectly control, through various subsidiaries, employee benefit plans and third parties pursuant to investment advisory agreements with WM Advisors, a wholly owned subsidiary (as further described herein) of White Mountains.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following 0.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2007

WHITE MOUNTAINS INSURANCE GROUP, LTD.

by: /s/ J. Brian Palmer Name: J. Brian Palmer

Title: Chief Accounting Officer

WHITE MOUNTAINS ADVISORS, LLC.

by: /s/ Mark J. Plourde
Name: Mark J. Plourde
Title: Chief Financial Officer,

Chief Compliance Officer and Treasurer

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Signature 9