

AXIS CAPITAL HOLDINGS LTD
 Form 4
 January 04, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 GREENE DONALD J

2. Issuer Name and Ticker or Trading Symbol
 AXIS CAPITAL HOLDINGS LTD
 [AXS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O AXIS CAPITAL HOLDINGS LIMITED, 106 PITTS BAY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	12/31/2004	A		585		(2)	(2)	Common Shares	585
Phantom Stock	(3)	01/03/2005	A		728		(2)	(2)	Common Shares	728
Stock Option for Common Shares	\$ 27.45	01/03/2005	A		8,000		01/03/2006(4)	01/03/2015	Common Shares	8,000
Phantom Stock	(6)	01/03/2005	A		2,332		(2)	(2)	Common Shares	2,332

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GREENE DONALD J
 C/O AXIS CAPITAL HOLDINGS LIMITED X
 106 PITTS BAY ROAD
 PEMBROKE, D0 HM 08

Signatures

John R. Charman,
 Attorney-in-Fact 01/04/2005

 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Phantom stock represents common shares issued in lieu of directors' fees that have been deferred using the closing sale price on December 31, 2004 of \$27.35 per share.
- (2) Phantom stock is generally distributed when service as a director ceases.
- (3) Phantom stock represents restricted shares issued in lieu of directors' fees that have been deferred using the closing sale price on January 3, 2005 of \$27.45 per share.
- (4) Option vests in three equal installments on the first, second and third anniversaries of the date of grant.

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- (5) Option issued as directors' fees.
- (6) Phantom stock represents common shares issued in lieu of directors' fees that have been deferred using the closing sale price on January 3, 2005 of \$27.45 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.