

AXIS CAPITAL HOLDINGS LTD  
Form 4  
August 23, 2006

**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 \*  
MORAN CLARE E

(Last) (First) (Middle)

C/O AXIS CAPITAL HOLDINGS LIMITED, 106 PITTS BAY ROAD

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
EVP & Controller

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	08/21/2006		M		1,000 A \$ 14.5	63,000	D
Common Shares	08/21/2006		S		1,000 D \$ 31.42	62,000	D
Common Shares	08/21/2006		M		1,700 A \$ 14.5	63,700	D
Common Shares	08/21/2006		S		1,700 D \$ 31.43	62,000	D
Common Shares	08/21/2006		M		900 A \$ 14.5	62,900	D

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Common Shares	08/21/2006	S	900	D	\$ 31.44	62,000	D
Common Shares	08/21/2006	M	6,100	A	\$ 14.5	68,100	D
Common Shares	08/21/2006	S	6,100	D	\$ 31.45	62,000	D
Common Shares	08/21/2006	M	2,000	A	\$ 14.5	64,000	D
Common Shares	08/21/2006	S	2,000	D	\$ 31.46	62,000	D
Common Shares	08/21/2006	M	300	A	\$ 14.5	62,300	D
Common Shares	08/21/2006	S	300	D	\$ 31.48	62,000	D

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 14.5	08/21/2006		M	12,000	<u>(1)</u>	12/12/2012	Common Shares	12,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORAN CLARE E C/O AXIS CAPITAL HOLDINGS LIMITED			EVP & Controller	

106 PITTS BAY ROAD  
PEMBROKE, D0 HM 08

## Signatures

John R. Charman,  
Attorney-in-Fact

08/21/2006

\_\_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) The Employee Stock Option vests in three equal installments commencing 12/12/2002.
  - (2) Grant of Employee Stock Option.

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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