

KEELING HENRY CHARLES VAUGHAN

Form 4

March 11, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Henry Keeling
 c/o XL Capital Ltd
 One Victoria Street
 , Hamilton HM 11
2. Issuer Name and Ticker or Trading Symbol
 XL Capital Ltd (XL)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 3/10/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	Price
Class A Common Shares	3/7/2003		A	5000	A	20489	
Class A Common Shares						122112	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date	3A. Deemed Execution Date	4. Trans- action Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Date of Expiration	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Put or Call or Other Feature of Underlying Securities
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		Year)	Year)							
Employee Stock	\$68.62	3/7/ 20		A		40000	A	3/7/2 3/7/2	Class A Comm	40000
Option (Right to buy)		03						004 1 013	on Shares	

Explanation of Responses:

1. Exercisable in four annual installments commencing on first anniversary of the grant

SIGNATURE OF REPORTING PERSON

Henry Keeling