ESPOSITO MICHAEL P JR

Form 5

February 14, 2003

OMB AF	PROVAL
OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated aver	age burden
hours per resp	onse1.0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1_1	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).						
1_1	Form 3 Holdings Reported						
_	Form 4 Transactions Reporte	ed					
1.	Name and Address of Reporti	ing Person*					
	Esposito, Jr.	Michael	Р.				
(Last)	(First)	(Middle)				
	Beach Place 1045 Gulf of Mexico Drive Building 9, Unit 404						
		(Street)					
	Longboat	FL	34228				
(City)	(State)	(Zip)				
	USA						
2.	Issuer Name and Ticker or 1	Frading Symbol					
	XL Capital Ltd (XL)						
3.	I.R.S. Identification Number	er of Reporting Per	rson, if an entity	(Voluntary)			

^{4.} Statement for Month/Year

12/2002

5.	If Amendment, Dat	ce of Origina	al (Month/Yea	r)				
6.	Relationship of R		rson(s) to Is	suer				
	X Director X Officer (giv	ve title belo	(wo	_ 10% Owne				
	Chairman							
7.	Individual or Joi (check applicable		Ling					
	X Form filed b			g Person				
====	==========							
	Table I		ive Securitie eneficially O	s Acquired, Di wned	sposed of,			
====								
		2.	2A. Deemed		(Instr. 3, 4	(D) and 5)		5. Amo Sec Ben Own
	e of Security tr. 3)	Trans- action Date (mm/dd/yy)	any	Code (Instr. 8)	- - Amount	(A) or		at of Fis (In
Clas	s A Common Shares	12/16/02		A	16.06	А	\$81	140
Clas	s A Common Shares							3
	s A Common Shares							
	s A Common Shares							
Class	s A Common Shares							

* If the 4(b)(v		filed by	more than	one repo	orting person,	see instr	ruction		
FORM 5 (con	tinued)								
Table II			_		sposed of, or E		_	=	
1. Title of	2. Conversion or Exercise Price of	3.		Code	*	Expirati (Month/D	ble and on Date ay/Year)	7. Title and of Under: Securitie	lying es 3 and 4)
Derivative Security	ative	Date	any	8)	4 and 5)		Expira-		Number of
(Instr. 3)		уу)	уу)		(A) (D)	cisable		Title	

Explanation of Responses:	

/s/ Michael P. Esposito, Jr. 2/12/03

**Signature of Reporting Person Date

 $\ensuremath{^{**}}$ 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 provided is insufficient, see Instruction 6 for procedure.