

AXIS CAPITAL HOLDINGS LTD

Form 4

November 05, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHARMAN JOHN

(Last) (First) (Middle)

**C/O AXIS CAPITAL HOLDINGS
LIMITED, 92 PITTS BAY ROAD**

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2007

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)
CEO & President

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

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	11/02/2007		S		2,600	D	\$ 38.8	479,145	D
Common Shares	11/02/2007		S		1,200	D	\$ 38.81	477,945	D
Common Shares	11/02/2007		S		1,100	D	\$ 38.82	476,845	D
Common Shares	11/02/2007		S		1,000	D	\$ 38.83	475,845	D
Common Shares	11/02/2007		S		200	D	\$ 38.85	475,645	D

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Common Shares	11/02/2007	S	100	D	\$ 38.86	475,545	D
Common Shares	11/02/2007	S	300	D	\$ 38.87	475,245	D
Common Shares	11/02/2007	S	800	D	\$ 38.88	474,445	D
Common Shares	11/02/2007	S	2,700	D	\$ 38.89	471,745	D
Common Shares	11/02/2007	S	900	D	\$ 38.9	470,845	D
Common Shares	11/02/2007	S	1,900	D	\$ 38.91	468,945	D
Common Shares	11/02/2007	S	600	D	\$ 38.92	468,345	D
Common Shares	11/02/2007	S	1,700	D	\$ 38.93	466,645	D
Common Shares	11/02/2007	S	2,527	D	\$ 38.94	464,118	D
Common Shares	11/02/2007	S	3,298	D	\$ 38.95	460,820	D
Common Shares	11/02/2007	S	825	D	\$ 38.96	459,995	D
Common Shares	11/02/2007	S	2,975	D	\$ 38.97	457,020	D
Common Shares	11/02/2007	S	875	D	\$ 38.98	456,145	D
Common Shares	11/02/2007	S	1,181	D	\$ 38.99	454,964	D
Common Shares	11/02/2007	S	1,000	D	\$ 39	453,964	D
Common Shares	11/02/2007	S	200	D	\$ 39.01	453,764	D
Common Shares	11/02/2007	S	200	D	\$ 39.02	453,564	D
Common Shares	11/02/2007	S	200	D	\$ 39.03	453,364	D
Common Shares	11/02/2007	S	300	D	\$ 39.035	453,064	D
Common Shares	11/02/2007	S	200	D	\$ 39.04	452,864	D
	11/02/2007	S	500	D	\$ 39.05	452,364	D

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Common
Shares

Common
Shares 11/02/2007 S 300 D \$ 39.06 452,064 D

Common
Shares

497,704 ⁽¹⁾ I

By JR
Charman
Children's
Settlement

Common
Shares

1,804,908 ⁽²⁾ I

By Dragon
Holdings
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHARMAN JOHN
C/O AXIS CAPITAL HOLDINGS LIMITED
92 PITTS BAY ROAD
PEMBROKE, D0 HM 08

X

CEO & President

Signatures

Richard T. Gieryn, Jr.,
Attorney-in-Fact

11/05/2007

__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) Mr. Charman disclaims beneficial ownership of the shares held by the JR Charman Children's Settlement.

(2) Mr. Charman disclaims beneficial ownership of the shares held by the Dragon Holdings Trust.

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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