

AXIS CAPITAL HOLDINGS LTD

Form 4

March 03, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Brooks Conrad D.

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2017

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

EVP, General Counsel & Sec

92 PITTS BAY RD.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____X____ 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 Ownership (Instr. 4)
Common Shares	03/01/2017		M	1,692 A	\$ 0 12,627	D	
Common Shares	03/01/2017		D	846 D	\$ 70.92 11,781	D	
Common Shares	03/01/2017		M	3,383 A	\$ 0 15,164	D	
Common Shares	03/01/2017		D	1,691 D	\$ 70.92 13,473	D	
Common Shares	03/01/2017		M	1,316 A	\$ 0 14,789	D	

Edgar Filing: AXIS CAPITAL HOLDINGS LTD - Form 4

Common Shares	03/01/2017	D	658	D	\$ 70.92	14,131	D
Common Shares	03/01/2017	M	1,394	A	\$ 0	15,525	D
Common Shares	03/01/2017	D	697	D	\$ 70.92	14,828	D
Common Shares	03/01/2017	F	1,301	D	\$ 70.92	13,527	D

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 or Range of Prices (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/01/2017		M		1,692		<u>(2)</u>	<u>(2)</u>	Common Shares	1,692	\$ 1.00
Restricted Stock Units	<u>(1)</u>	03/01/2017		M		3,383		<u>(3)</u>	<u>(3)</u>	Common Shares	3,383	\$ 1.00
Restricted Stock Units	<u>(1)</u>	03/01/2017		M		1,316		<u>(4)</u>	<u>(4)</u>	Common Shares	1,316	\$ 1.00
Restricted Stock Units	<u>(1)</u>	03/01/2017		M		1,394		<u>(5)</u>	<u>(5)</u>	Common Shares	1,394	\$ 1.00

Reporting Owners

[illegible]

Edgar Filing: AXIS CAPITAL HOLDINGS LTD - Form 4

Director 10% Owner Officer

Other

Brooks Conrad D.
92 PITTS BAY RD.
PEMBROKE, D0 HM 08

EVP, General Counsel & Sec

Signatures

G. Christina Gray-Trefry,
Attorney-in-Fact

03/03/2017

__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) Upon vesting, each restricted stock unit will be equal in value to one common share (50% of the restricted stock units will be settled in common shares and 50% will be settled in cash).
- (2) The restricted stock units vest in four equal annual installments beginning March 1, 2015.
- (3) The restricted stock units vest in a single installment on March 1, 2017.
- (4) The restricted stock units vest in four equal annual installments beginning March 1, 2016.
- (5) The restricted stock units vest in four equal annual installments beginning March 1, 2017.

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.