AXIS CAPITAL HOLDINGS LTD

Form 4

February 02, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person 2 REDING DENNIS | | | 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) (1 | Middle) | 3. Date of (Month/D | Earliest Tra | ansaction | | | Director _X_ Officer (give | e titleOthe | Owner er (specify | |
| 11680 GRE 500 | AT OAKS WAY | , SUITE | 01/30/20 | 010 | | | | below) Chief | below) Operating Offic | er | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| | Filed(Month/Day/Year) | | | | | | | | | | |
| ALPHARE | TTA, GA 30022 | | | | | | | Form filed by M Person | More than One Re | porting | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securit | ties Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction Date | e 2A. Deer | ned | 3. | 4. Securit | ies Ac | quired | 5. Amount of | 6. Ownership | 7. Nature of | |
| Security (Instr. 3) | any | | on Date, if Transact Code Day/Year) (Instr. 8) | | ion(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned | Form: Direct (D) or Indirect (I) | Indirect Beneficial | |
| | | (Monun) | Jay/ 1 ear) | (111811. 0) | | | | Following Reported | (Instr. 4) | Ownership (Instr. 4) | |
| | | | | | | (A) | | Transaction(s) (Instr. 3 and 4) | | | |
| | | | | Code V | Amount | (D) | Price | (, | | | |
| Common Shares | 01/30/2010 | | | F | 29,164 | D | \$ 28.8 | 321,228 | 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)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

REDING DENNIS 11680 GREAT OAKS WAY SUITE 500 ALPHARETTA, GA 30022

Chief Operating Officer

Signatures

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

02/02/2010

Date

**Signature of Reporting Person

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).

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.

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