CHARMAN JOHN

Form 4

February 09, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and CHARMA	Address of Reporti	ing Person *	2. Issuer Name Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			AXIS CAPIT. [AXS]	AL HOLDINGS LTD	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earlies (Month/Day/Yea		X Director 10% Owner X Officer (give title Other (specify below)				
AXIS CAPITAL HOLDINGS LIMITED, 92 PITTS BAY ROAD			02/07/2011		CEO, President & Deputy Chair				
	(Street)		4. If Amendment	, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/	Year)	Applicable Line)				
PEMBRO	KE, D0 HM 08				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - No	on-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction Da	ate 2A. Deeme	ed 3.	4. Securities Acquired	5. Amount of 6. 7. Nature of				

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4 a	osed c	of (D)	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)	
Common Shares	02/07/2011		A	110,000	A	<u>(1)</u>	1,897,064	D		
Common Shares							411,304 (2)	I	By N.I.M.I.C. International Ltd.	
Common Shares							1,804,908 (3)	I	By Dragon Holdings Trust	

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Yea Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

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

X

CEO, President & Deputy Chair

Signatures

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

02/09/2011

**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) Grant of Restricted Stock.
- (2) Mr. Charman disclaims beneficial ownership of the shares held by N.I.M.I.C. International Ltd.
- (3) 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. 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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