AXIS CAPITAL HOLDINGS LTD

Form 4

February 08, 2012

FORM 4

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

SECURITIES

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

0.5

OMB APPROVAL

subject to Section 16. Form 4 or

Estimated average burden hours per response...

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

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).

Common

Shares

02/06/2012

(Print or Type Responses)

	1. Name and Ad GRESSIER 3	Person <u>*</u>	Symbol		Ticker or Trading HOLDINGS LTD	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	(Last)	(First) (M	Middle)	3. Date of Earliest Transaction (Month/Day/Year)			DirectorX Officer (give	e title Othe	Owner er (specify		
	92 PITTS BA		02/06/20	•		below) below) Chairman, AXIS Insurance					
		(Street)	(Street)		dment, Dat	te Original	6. Individual or Joint/Group Filing(Check				
				Filed(Mont	th/Day/Year)		Applicable Line) _X_ Form filed by One Reporting Person				
	PEMBROKE	E, D0 HM 08					Form filed by More than One Reporting Person				
	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially C							
	1.Title of	2. Transaction Date	2A. Dee	med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		
	Security	(Month/Day/Year)	Execution	on Date, if	Transactio	on(A) or Disposed of	Securities	Form: Direct	Indirect		
	(Instr. 3)		any		Code	(D)	Beneficially	(D) or	Beneficial		
			(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
							Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				

(A)

(D)

A

Price

<u>(1)</u>

Amount

52,500

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Transaction(s) (Instr. 3 and 4)

552,239

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRESSIER JOHN 92 PITTS BAY ROAD PEMBROKE, D0 HM 08

Chairman, AXIS Insurance

Signatures

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

**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.

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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