Greenfield David B Form 4 February 02, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

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

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Greenfield David B			2. Issuer Name <b>and</b> Ticker or Trading Symbol AXIS CAPITAL HOLDINGS LTD [AXS]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last)	(First)	(Middle)	(Month	/Day/Year	t Transaction		DirectorX Officer (giv below)	re title below)	Other (s		
	PITAL HOLD 92 PITTS B <i>A</i>		01/30/	/2010			EVP & C	hief Financi	al Offic	cer	
	(Street)		4. If Ar	nendment,	Date Original		6. Individual or J	oint/Group	Filing(0	Check	
		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
PEMBRO	KE, D0 HM 0	8					Form filed by l Person	More than On	e Repor	ting	
(City)	(State)	(Zip)	Ta	ble I - No	n-Derivative Secu	rities Acq	uired, Disposed o	of, or Benefi	cially (	Owned	
1.Title of	2. Transaction	Date 2A. Dec	emed	3.	4. Securities A	Acquired	5. Amount of	6. Owners	hip 7.	Nature	

						-	•		•
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securit			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(menua 2 uj, 1 eur)	any	Code	(Instr. 3, 4	_		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A) or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Shares	01/30/2010		F	16,324	D	\$ 28.8	110,128	D	

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

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.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					4, and 5)	Date	Expiration		Amount		
				Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Greenfield David B AXIS CAPITAL HOLDINGS LIMITED 92 PITTS BAY ROAD PEMBROKE, D0 HM 08

**EVP & Chief Financial Officer** 

## **Signatures**

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

02/02/2010

\*\*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).

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.

Reporting Owners 2