

AXIS CAPITAL HOLDINGS LTD

Form 4

February 14, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RIVERS CAROL S

(Last) (First) (Middle)

**C/O AXIS CAPITAL HOLDINGS
LIMITED, 106 PITTS BAY ROAD**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
AXIS CAPITAL HOLDINGS LTD
[AXS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	02/10/2006		M		13,333	A	\$ 25.5	60,333	D	
Common Shares	02/10/2006		M		8,333	A	\$ 28.02	68,666	D	
Common Shares	02/10/2006		S		500	D	\$ 31.41	68,166	D	
Common Shares	02/10/2006		S		900	D	\$ 31.36	67,266	D	
Common Shares	02/10/2006		S		400	D	\$ 31.35	66,866	D	

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Common Shares	02/10/2006	S	1,400	D	\$ 31.31	65,466	D
Common Shares	02/10/2006	S	66	D	\$ 31.3	65,400	D
Common Shares	02/10/2006	S	500	D	\$ 31.28	64,900	D
Common Shares	02/10/2006	S	700	D	\$ 31.24	64,200	D
Common Shares	02/10/2006	S	2,500	D	\$ 31.23	61,700	D
Common Shares	02/10/2006	S	500	D	\$ 31.22	61,200	D
Common Shares	02/10/2006	S	1,700	D	\$ 31.21	59,500	D
Common Shares	02/10/2006	S	1,800	D	\$ 31.2	57,700	D
Common Shares	02/10/2006	S	600	D	\$ 31.19	57,100	D
Common Shares	02/10/2006	S	4,500	D	\$ 31.18	52,600	D
Common Shares	02/10/2006	S	1,000	D	\$ 31.17	51,600	D
Common Shares	02/10/2006	S	2,600	D	\$ 31.16	49,000	D
Common Shares	02/10/2006	S	2,000	D	\$ 31.15	47,000	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)
				Code V	(A) (D)		Title

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						Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option	\$ 25.5	02/10/2006	M	13,333	(1)	08/01/2013	Common Shares	13,333	
Employee Stock Option	\$ 28.02	02/10/2006	M	8,333	(2)	01/13/2015	Common Shares	8,333	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIVERS CAROL S C/O AXIS CAPITAL HOLDINGS LIMITED 106 PITTS BAY ROAD PEMBROKE, D0 HM 08			General Counsel	

Signatures

Carol S. Rivers 02/14/2006

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) The Employee Stock Option vests in three equal installments commencing on August 1, 2004.

(2) The Employee Stock Option vests in three equal installments commencing on January 13, 2006.

(3) Grant of Employee Stock Option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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