Edgar Filing: O'SHAUGHNESSY JAMES - Form 4

O'SHAUGHN Form 4 May 04, 2012	IESSY JAMES											
FORM	Δ										PPROVAL	
	UNITEDS	STATES		ITIES A hington				NGE (COMMISSION	OMB Number:	3235-0287	
if no longe subject to	Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per			
Form 5 obligations may contir <i>See</i> Instruct 1(b).	Section 17(a) of the l		ility Hol	ding	g Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type Re	esponses)											
1. Name and Address of Reporting Person <u>*</u> O'SHAUGHNESSY JAMES			2. Issuer Name and Ticker or Trading Symbol AXIS CAPITAL HOLDINGS LTD						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			[AXS]						(Chee	k all applicable	-)	
	(First) (M APITAL HOLDI 2 PITTS BAY R		3. Date of (Month/Da 05/02/20	ay/Year)	'ransa	action			Director Officer (give below) EVP, CA		6 Owner er (specify troller	
				f Amendment, Date Original d(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
		7:)							Person			
(City)	(State) (Zip)	Table	e I - Non-l	Deriv	vative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
· / /		Executio any)	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	7 .	mount	or (D)	Drice	Transaction(s) (Instr. 3 and 4)			
Common Shares	05/02/2012			A		,500	(D) A	Price (<u>1</u>)	7,500	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.

 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)	or Exercise any		Execution Date, if	Code of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners									
ŀ	Reporting Ow	ner Name / Address	Director	r 10% Ov		Relationships			Other		
	GHNESSY . S CAPITAL	JAMES . HOLDINGS LIN	AITED								

EVP, CAO & Corp Controller

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	Direct
O'SHAUGHNESSY JAMES	
C/O AXIS CAPITAL HOLDINGS LIMITED	
92 PITTS BAY ROAD	
PEMBROKE, D0 HM 08	

Signatures

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

05/04/2012

**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.