AXIS CAPITAL HOLDINGS LTD

Form 4

November 24, 2014

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

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Common

Shares

11/21/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * Gieryn Richard T JR			ner Name and Ticker or Trading CAPITAL HOLDINGS LTD	5. Relationship of Reporting Person(s) to Issuer				
		[AXS		(Check all applicable)				
(Last)	(First) (M	,	of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify				
92 PITTS B	BAY ROAD	`	/Day/Year) /2014	below) General Counsel and Secretary				
	(Street)	4. If A	nendment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(1	Ionth/Day/Year)	Applicable Line)				
PEMBROK	E, D0 HM 08			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip) T	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any	3. 4. Securities Acquired f Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial				
		(Month/Day/Yea	, ,	Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported				
			(A) or	Transaction(s) (Instr. 3 and 4)				
			Code V Amount (D) Price	(mou. 5 dilu +)				

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

S

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75,030

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

500

D

49.92

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)	3	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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

Gieryn Richard T JR 92 PITTS BAY ROAD PEMBROKE, D0 HM 08

General Counsel and Secretary

Signatures

Richard T. 11/24/2014 Gieryn, Jr.

**Signature of Date Reporting Person

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