

AXIS CAPITAL HOLDINGS LTD
Form 4
February 04, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NICHOLS JOHN DRAKE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, AXIS Re

1211 AVE. OF THE AMERICAS, 24TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(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 Ownership (Instr. 4)	
				(A) or (D)	Amount	Price		
				Code	V			
Common Shares	02/02/2016		A		13,011	\$ 0	139,156	D
Common Shares	02/02/2016		A		1,301 <u>(1)</u>	\$ 0	140,457	D

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

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SEC 1474
(9-02)

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

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5), 10. Derivative Security Underlying (Instr. 3 and 4), 11. Date Exercisable and Expiration Date (Month/Day/Year), 12. Title and Amount of Underlying Securities (Instr. 3 and 4), 13. Price of Derivative Security (Instr. 5), 14. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5), 15. Derivative Security Underlying (Instr. 3 and 4), 16. Date Exercisable and Expiration Date (Month/Day/Year), 17. Title and Amount of Underlying Securities (Instr. 3 and 4), 18. Price of Derivative Security (Instr. 5), 19. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5), 20. Derivative Security Underlying (Instr. 3 and 4).

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: NICHOLS JOHN DRAKE, 1211 AVE. OF THE AMERICAS, 24TH FLOOR, NEW YORK, NY 10036, CEO, AXIS Re.

Signatures

Richard T. Gieryn, Jr., Attorney-in-Fact, 02/04/2016. 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).
Represents a guaranteed minimum award of performance-based restricted stock units. The award may increase up to 26,022 restricted (1) stock units provided that certain Company performance conditions are satisfied. The award will be eligible to vest in a single installment on March 1, 2019.

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.