

CHARMAN JOHN
Form 4
August 16, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
CHARMAN JOHN

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)

AXIS CAPITAL HOLDINGS
LIMITED, 92 PITTS BAY ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

PEMBROKE, D0 HM 08

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

(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 | 08/14/2012 | | M | 130,000 A \$ 29.62 | 2,491,131 | D | |
| Common Shares | 08/14/2012 | | F | 112,623 D \$ 34.19 | 2,378,508 | D | |
| Common Shares | 08/14/2012 | | M | 130,000 A \$ 28.02 | 2,508,508 | D | |
| Common Shares | 08/14/2012 | | F | 106,540 D \$ 34.19 | 2,401,968 | D | |
| Common Shares | | | | | 789,526 ⁽¹⁾ | I | By N.I.M.I.C. |

| | | | |
|---------------|-------------------------|---|--|
| Common Shares | 2,585,580 <u>(2)</u> | I | International Ltd. By Dragon Holdings Trust |
|---------------|-------------------------|---|--|

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) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option | \$ 29.62 | 08/14/2012 | | M | 130,000 | <u>(3)</u> 09/25/2012 | Common Shares 130,000 |
| Employee Stock Option | \$ 28.02 | 08/14/2012 | | M | 130,000 | <u>(4)</u> 09/25/2012 | Common Shares 130,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHARMAN JOHN
AXIS CAPITAL HOLDINGS LIMITED
92 PITTS BAY ROAD
PEMBROKE, D0 HM 08

X

Signatures

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

08/16/2012

 **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) Mr. Charman disclaims beneficial ownership of the shares held by N.I.M.I.C. International Ltd.
- (2) Mr. Charman disclaims beneficial ownership of the shares held by the Dragon Holdings Trust.
- (3) The Employee Stock Option vested in three equal installments commencing January 2, 2005.
- (4) The Employee Stock Option vested in three equal installments commencing January 13, 2006.

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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