AXIS CAPITAL HOLDINGS LTD

Form 4

February 05, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Wilson Peter W

(Last) (First) (Middle)

1211 AVE. OF THE AMERICAS, 24TH FLOOR

(State)

(Street)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

AXIS CAPITAL HOLDINGS LTD [AXS]

3. Date of Earliest Transaction

(Month/Day/Year) 02/03/2015

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 Other (specify below)

CEO, AXIS Insurance

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

(City)

| Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiency Owned | | | | | | | |
|--|-----------------------------|--|---|--|---|--|--|
| 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of | |
| (Month/Day/Year) | Execution Date, if | Transactio | onAcquired (A) or | Securities | Form: Direct | Indirect | |
| | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial | |
| | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership | |
| | • | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | (4) | Reported | | | |
| | | | | Transaction(s) | | | |
| | | Code V | | (Instr. 3 and 4) | | | |
| 00/00/0015 | | | 7.002 4 0.0 | 0.670 | ъ | | |
| 02/03/2015 | | A | 7,893 A \$0 | 9,673 | D | | |
| 02/03/2015 | | A | 877 <u>(1)</u> A \$ 0 | 10,550 | D | | |
| | (Month/Day/Year) 02/03/2015 | 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 02/03/2015 | 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8) Code V 02/03/2015 A | 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price (O2/03/2015) A 7,893 A \$ 0 | 2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4) Price (Instr. 3 and 4) | 2. Transaction Date (Month/Day/Year) 2A. Deemed 3. 4. Securities 5. Amount of Securities Securiti | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu | |
|-------------|-------------|---------------------|--------------------|-------------|------------|----------------------------------|-------------|----------------|----------|-------------|--------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction | onNumber | Expiration D | ate | Amour | nt of | Derivative | Deriv | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | ying | Security | Secui | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene | |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne | |
| | Security | | | | Acquired | | | | | | Follo | |
| | • | | | | (A) or | | | | | | Repo | |
| | | | | | Disposed | | | | | | Trans | |
| | | | | | of (D) | | | | | | (Instr | |
| | | | | | (Instr. 3, | | | | | | | |
| | | | | | 4, and 5) | | | | | | | |
| | | | | | | | | | Amount | | | |
| | | | | | | | | | Amount | | | |
| | | | | | | Date Expiration Exercisable Date | Expiration | Or Title No | | | | |
| | | | | | | | | Number | | | | |
| | | | | | C-J- V | (A) (D) | | | | of | | |
| | | | | Coue v | (A) (D) | | | | Shares | | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Wilson Peter W 1211 AVE. OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10036

CEO, AXIS Insurance

Signatures

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

02/05/2015

**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 17,540 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, 2018.

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.

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