

AXIS CAPITAL HOLDINGS LTD  
 Form 4/A  
 March 20, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**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**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/19/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CEO, President and Deputy Chair**

**PEMBROKE, D0 HM 08**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/20/2008**

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 or Price                                                                               |                                                          |                                                       |
| Common Shares                   | 03/19/2008                           |                                                    | M                              |                                                                   | 800,000 A \$ 12.5                                                                             | 1,432,064                                                | D                                                     |
| Common Shares <sup>(1)</sup>    | 03/19/2008                           |                                                    | S                              |                                                                   | 800,000 <sup>(2)</sup> D \$ 34.0461                                                           | 632,064                                                  | D                                                     |
| Common Shares                   | 03/20/2008                           |                                                    | M                              |                                                                   | 775,000 A \$ 12.5                                                                             | 1,407,064                                                | D                                                     |
| Common Shares <sup>(1)</sup>    | 03/20/2008                           |                                                    | S                              |                                                                   | 775,000 <sup>(3)</sup> D \$ 33.0744                                                           | 632,064                                                  | D                                                     |
| Common Shares                   |                                      |                                                    |                                |                                                                   |                                                                                               | 497,704 <sup>(4)</sup>                                   | I                                                     |

By  
**N.I.M.I.C.**

|                  |                         |   |                                                             |
|------------------|-------------------------|---|-------------------------------------------------------------|
| Common<br>Shares | 1,804,908<br><u>(5)</u> | I | International<br>Ltd.<br><br>By Dragon<br>Holdings<br>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) |                      |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|----------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date | Title                                                         | Amount Number Shares |
| Employee Stock Option                      | \$ 12.5                                                | 03/19/2008                           |                                                    | M                              | 800,000                                                                                 | <u>(6)</u>                                               | 09/30/2011      | Common Shares                                                 | 800,000              |
| Employee Stock Option                      | \$ 12.5                                                | 03/20/2008                           |                                                    | M                              | 775,000                                                                                 | <u>(6)</u>                                               | 09/30/2011      | Common Shares                                                 | 775,000              |

## Reporting Owners

| Reporting Owner Name / Address                                                           | Relationships |           |                                 |       |
|------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                          | Director      | 10% Owner | Officer                         | Other |
| CHARMAN JOHN<br>AXIS CAPITAL HOLDINGS LIMITED<br>92 PITTS BAY ROAD<br>PEMBROKE, D0 HM 08 | X             |           | CEO, President and Deputy Chair |       |

## Signatures

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

03/20/2008

          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) The purpose of this amendment is to include Exhibit 1 which was omitted from the originally filed Form 4.
- (2) 800,000 consists of the trades listed on Exhibit 1.
- (3) 775,000 consists of the trades listed on Exhibit 1.
- (4) Mr. Charman disclaims beneficial ownership of the shares held by N.I.M.I.C. International Ltd. (formerly known as the JR Charman Children's Settlement).
- (5) Mr. Charman disclaims beneficial ownership of the shares held by the Dragon Holdings Trust.
- (6) The Employee Stock Option vested in three equal installments commencing October 1, 2001.
- (7) Grant of Employee Stock Option.

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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