

AXIS CAPITAL HOLDINGS LTD
 Form 4
 March 03, 2017

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 *
 Brooks Conrad D.

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)
 92 PITTS BAY RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Sec

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 03/01/2017 | | M | 1,692 A \$ 0 | 12,627 | D | |
| Common Shares | 03/01/2017 | | D | 846 D \$ 70.92 | 11,781 | D | |
| Common Shares | 03/01/2017 | | M | 3,383 A \$ 0 | 15,164 | D | |
| Common Shares | 03/01/2017 | | D | 1,691 D \$ 70.92 | 13,473 | D | |
| Common Shares | 03/01/2017 | | M | 1,316 A \$ 0 | 14,789 | D | |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|--------|---|
| Common Shares | 03/01/2017 | D | 658 | D | \$ 70.92 | 14,131 | D |
| Common Shares | 03/01/2017 | M | 1,394 | A | \$ 0 | 15,525 | D |
| Common Shares | 03/01/2017 | D | 697 | D | \$ 70.92 | 14,828 | D |
| Common Shares | 03/01/2017 | F | 1,301 | D | \$ 70.92 | 13,527 | D |

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.

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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 03/01/2017 | | M | 1,692 | (2) | (2) | Common Shares | 1,692 |
| Restricted Stock Units | (1) | 03/01/2017 | | M | 3,383 | (3) | (3) | Common Shares | 3,383 |
| Restricted Stock Units | (1) | 03/01/2017 | | M | 1,316 | (4) | (4) | Common Shares | 1,316 |
| Restricted Stock Units | (1) | 03/01/2017 | | M | 1,394 | (5) | (5) | Common Shares | 1,394 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

Brooks Conrad D.
92 PITTS BAY RD.
PEMBROKE, D0 HM 08

EVP, General Counsel & Sec

Signatures

G. Christina Gray-Trefry,
Attorney-in-Fact

03/03/2017

__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) Upon vesting, each restricted stock unit will be equal in value to one common share (50% of the restricted stock units will be settled in common shares and 50% will be settled in cash).
- (2) The restricted stock units vest in four equal annual installments beginning March 1, 2015.
- (3) The restricted stock units vest in a single installment on March 1, 2017.
- (4) The restricted stock units vest in four equal annual installments beginning March 1, 2016.
- (5) The restricted stock units vest in four equal annual installments beginning March 1, 2017.

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.