

AXIS CAPITAL HOLDINGS LTD  
 Form 4  
 March 24, 2006

**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 \*  
**COOK ANDREW**

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)  
**C/O AXIS CAPITAL HOLDINGS LIMITED, 106 PITTS BAY ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/22/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer**

**PEMBROKE, D0 HM 08**

(City) (State) (Zip)

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

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	03/22/2006		S	10,000	D	\$ 31	205,500 D
Common Shares	03/22/2006		S	2,300	D	\$ 30.96	203,200 D
Common Shares	03/22/2006		S	5,800	D	\$ 30.95	197,400 D
Common Shares	03/22/2006		S	2,000	D	\$ 30.94	195,400 D
Common Shares	03/22/2006		S	2,000	D	\$ 30.93	193,400 D

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Common Shares	03/22/2006	S	7,800	D	\$ 30.92	185,600	D
Common Shares	03/22/2006	S	6,600	D	\$ 30.91	179,000	D
Common Shares	03/22/2006	S	4,800	D	\$ 30.9	174,200	D
Common Shares	03/22/2006	S	1,300	D	\$ 30.89	172,900	D
Common Shares	03/22/2006	S	1,700	D	\$ 30.88	171,200	D
Common Shares	03/22/2006	S	1,200	D	\$ 30.87	170,000	D
Common Shares	03/22/2006	S	4,200	D	\$ 30.86	165,800	D
Common Shares	03/22/2006	S	8,000	D	\$ 30.85	157,800	D
Common Shares	03/22/2006	S	8,500	D	\$ 30.84	149,300	D
Common Shares	03/22/2006	S	2,200	D	\$ 30.83	147,100	D
Common Shares	03/22/2006	S	900	D	\$ 30.82	146,200	D
Common Shares	03/22/2006	S	2,200	D	\$ 30.81	144,000	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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK ANDREW C/O AXIS CAPITAL HOLDINGS LIMITED 106 PITTS BAY ROAD PEMBROKE, D0 HM 08			Chief Financial Officer	

## Signatures

John R. Charman, 03/24/2006  
Attorney-in-Fact

\*\*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).
- 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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