

AXIS CAPITAL HOLDINGS LTD  
 Form 4  
 February 14, 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Financial Officer**

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/10/2006**

**PEMBROKE, D0 HM 08**

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	02/10/2006		S	600	D	\$ 31.04	367,100 D
Common Shares	02/10/2006		S	1,700	D	\$ 31.03	365,400 D
Common Shares	02/10/2006		S	2,800	D	\$ 31.02	362,600 D
Common Shares	02/10/2006		S	2,200	D	\$ 31.01	360,400 D
Common Shares	02/10/2006		S	34,700	D	\$ 31	325,700 D

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Common Shares	02/10/2006	S	100	D	\$ 30.94	325,600	D
Common Shares	02/10/2006	S	1,600	D	\$ 30.93	324,000	D
Common Shares	02/10/2006	S	3,700	D	\$ 30.92	320,300	D
Common Shares	02/10/2006	S	5,900	D	\$ 30.91	314,400	D
Common Shares	02/10/2006	S	27,800	D	\$ 30.9	286,600	D
Common Shares	02/10/2006	S	3,700	D	\$ 30.89	282,900	D
Common Shares	02/10/2006	S	3,400	D	\$ 30.88	279,500	D
Common Shares	02/10/2006	S	4,400	D	\$ 30.87	275,100	D
Common Shares	02/10/2006	S	300	D	\$ 30.86	274,800	D
Common Shares	02/10/2006	S	4,000	D	\$ 30.8	270,800	D
Common Shares	02/10/2006	S	21,700	D	\$ 30.75	249,100	D
Common Shares	02/13/2006	S	800	D	\$ 30.88	248,300	D
Common Shares	02/13/2006	S	300	D	\$ 30.86	248,000	D
Common Shares	02/13/2006	S	100	D	\$ 30.85	247,900	D
Common Shares	02/13/2006	S	1,100	D	\$ 30.84	246,800	D
Common Shares	02/13/2006	S	500	D	\$ 30.83	246,300	D
Common Shares	02/13/2006	S	1,400	D	\$ 30.82	244,900	D
Common Shares	02/13/2006	S	2,300	D	\$ 30.8	242,600	D
Common Shares	02/13/2006	S	500	D	\$ 30.79	242,100	D
Common Shares	02/13/2006	S	200	D	\$ 30.77	241,900	D
	02/13/2006	S	200	D		241,700	D

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Common Shares					\$				30.76
Common Shares	02/13/2006		S	27,500	D	\$	214,200		30.75
Common Shares	02/10/2006		S	600	D	\$	213,600		31.41
Common Shares	02/10/2006		S	100	D	\$	213,500		31.37

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

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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 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. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## 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

Andrew Cook                      02/14/2006

\*\*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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