

XL CAPITAL LTD  
Form 4  
February 09, 2007

**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 \*  
ESPOSITO MICHAEL P JR

(Last) (First) (Middle)

235 L'AMBIANCE DRIVE, SUITE  
706, LONGBOAT KEY

(Street)

SARASOTA, FL 34228-8909

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
XL CAPITAL LTD [XL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Shares	02/09/2007		M		40,725 A \$ 0	267,095.15	D
Class A Common Shares	02/09/2007		S		500 D \$ 73.9	256,695.15	D
Class A Common Shares	02/09/2007		S		700 D \$ 73.89	255,895.15	D
Class A Common	02/09/2007		S		200 D \$ 73.88	255,695.15	D

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Shares							
Class A Common Shares	02/09/2007	S	3,100	D	\$ 73.87	252,595.15	D
Class A Common Shares	02/09/2007	S	300	D	\$ 73.86	252,295.15	D
Class A Common Shares	02/09/2007	S	400	D	\$ 73.85	251,895.15	D
Class A Common Shares	02/09/2007	S	400	D	\$ 73.84	251,495.15	D
Class A Common Shares	02/09/2007	S	200	D	\$ 73.83	251,295.15	D
Class A Common Shares	02/09/2007	S	100	D	\$ 73.81	251,195.15	D
Class A Common Shares	02/09/2007	S	1,300	D	\$ 73.8	249,895.15	D
Class A Common Shares	02/09/2007	S	1,400	D	\$ 73.79	248,495.15	D
Class A Common Shares	02/09/2007	S	400	D	\$ 73.78	248,095.15	D
Class A Common Shares	02/09/2007	S	8,600	D	\$ 73.77	239,495.15	D
Class A Common Shares	02/09/2007	S	400	D	\$ 73.76	239,095.15	D
Class A Common Shares	02/09/2007	S	500	D	\$ 73.75	238,595.15	D
Class A Common Shares	02/09/2007	S	1,100	D	\$ 73.74	237,495.15	D
Class A Common Shares	02/09/2007	S	400	D	\$ 73.73	237,095.15	D

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Class A Common Shares	02/09/2007	S	2,500	D	\$ 73.72	234,595.15	D
Class A Common Shares	02/09/2007	S	500	D	\$ 73.71	234,095.15	D
Class A Common Shares	02/09/2007	S	6,100	D	\$ 73.7	227,995.15	D
Class A Common Shares	02/09/2007	S	300	D	\$ 73.69	227,695.15	D
Class A Common Shares	02/09/2007	S	200	D	\$ 73.68	227,495.15	D
Class A Common Shares	02/09/2007	S	100	D	\$ 73.65	227,395.15	D
Class A Common Shares	02/09/2007	S	200	D	\$ 73.64	227,195.15	D
Class A Common Shares	02/09/2007	S	100	D	\$ 73.63	227,095.15	D
Class A Common Shares	02/09/2007	S	10,725	D	\$ 73.25	216,370.15	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 61.5

02/09/2007

M

40,725

12/01/1997

12/01/2007

Class A  
Common  
Shares

40,725

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESPOSITO MICHAEL P JR 235 L'AMBIANCE DRIVE SUITE 706, LONGBOAT KEY SARASOTA, FL 34228-8909	X		Chairman	

## Signatures

Sarah Fox, Attorney-in-fact for Michael P.  
Esposito, Jr.

02/09/2007

\_\_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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