

XL CAPITAL LTD  
Form 4  
October 14, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**OHARA BRIAN M**

(Last) (First) (Middle)

**C/O XL CAPITAL LTD, XL HOUSE**

(Street)

**HAMILTON, D0 HM 11**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**10/09/2008**

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Shares           | 10/09/2008                           |  | S                              |   | 470,874<br>(1)  | D  | \$ 3.8<br>(2) 250,500                                 |
| Class A Common Shares           | 10/09/2008                           |  | S                              |   | 139,000<br>(1)  | D  | \$ 4.94<br>(3) 111,500                                |
| Class A Common Shares           | 10/09/2008                           |  | S                              |   | 33,500<br>(1)   | D  | \$ 5.62<br>(4) 78,500                                 |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |          |       |
|---|---------------|-----------|----------|-------|
|   | Director      | 10% Owner | Officer  | Other |
| OHARA BRIAN M<br>C/O XL CAPITAL LTD<br>XL HOUSE<br>HAMILTON, D0 HM 11 | X             |           | Chairman |       |

## Signatures

Brian M. O'Hara 10/14/2008

\*\*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) Shares sold involuntarily. These shares were held as collateral for a loan. The brokerage firm that provided the loan sold the shares as a result of a decline in the Company's stock price which resulted in a default under the terms of the loan agreement.
- (2) Shares sold involuntarily (See footnote 1). Shares were sold in 97 blocks with a price range from \$3.45 to \$4.45. Full details are available upon request to the SEC, the Issuer or a Security holder of the Issuer.
- (3) Shares sold involuntarily (See Footnote 1). Shares were sold in 88 blocks with a price range from \$4.45 to \$5.42 Full details are available upon request to the SEC, the Issuer or a Security holder of the Issuer.
- (4) Shares sold involuntarily (See Footnote 1). Shares were sold in 41 blocks with a price range from \$5.43 to \$6.19. Full details are available upon request to the SEC, the Issuer or a Security holder of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: XL CAPITAL LTD - Form 4

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