

Phillips David S.
Form 4
March 05, 2019

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Phillips David S.

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)

1211 AVE. OF THE
AMERICAS, 24TH FLOOR

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Chief Investment Officer

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount (A) or (D)	Price	
Common Shares	03/01/2019		M		1,580	A \$ 0	52,656 D
Common Shares	03/01/2019		D		790	D \$ 57.24	51,866 D
Common Shares	03/01/2019		M		1,672	A \$ 0	53,538 D
Common Shares	03/01/2019		D		836	D \$ 57.24	52,702 D
Common Shares	03/01/2019		M		1,617	A \$ 0	54,319 D

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Common Shares	03/01/2019	D	808	D	\$ 57.24	53,511	D
Common Shares	03/01/2019	M	5,353	A	\$ 0	58,864	D
Common Shares	03/01/2019	D	2,676	D	\$ 57.24	56,188	D
Common Shares	03/01/2019	F	5,058	D	\$ 57.24	51,130	D

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

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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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	(1)	03/01/2019		M		1,580	(2)	(2)
Restricted Stock Units	(1)	03/01/2019		M		1,672	(3)	(3)
Restricted Stock Units	(1)	03/01/2019		M		1,617	(4)	(4)
Restricted Stock Units	(1)	03/01/2019		M		5,353	(5)	(5)

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Phillips David S.
1211 AVE. OF THE AMERICAS
24TH FLOOR
NEW YORK, NY 10036

Chief Investment Officer

Signatures

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

03/05/2019

__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, 2016.
- (3) The restricted stock units vest in four equal annual installments beginning March 1, 2017.
- (4) The restricted stock units vest in four equal annual installments beginning March 1, 2018.
- (5) The restricted stock units vest in a single installment on March 1, 2019.

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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