

Brown Celia R.
Form 3
February 04, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Brown Celia R.		(Month/Day/Year)	XL CAPITAL LTD [XL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/25/2008		
SEAVIEW HOUSE,Â 70			(Check all applicable)	
SEAVIEW AVENUE			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
STAMFORD,Â CTÂ 06902			Executive Vice President	
(City)	(State)	(Zip)		6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Shares	21,272	D	Â
Class A Common Shares	22	I	owned by daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to buy)	Â <u>(1)</u>	03/08/2012	Class A Common Shares	25,000	\$ 93	D	Â
Employee Stock Option (Right to buy)	Â <u>(2)</u>	03/07/2013	Class A Common Shares	20,000	\$ 68.62	D	Â
Employee Stock Option (Right to buy)	Â <u>(2)</u>	03/05/2014	Class A Common Shares	15,000	\$ 77.1	D	Â
Employee Stock Option (Right to buy)	Â <u>(2)</u>	03/04/2015	Class A Common Shares	17,500	\$ 75.48	D	Â
Employee Stock Option (Right to Buy)	Â <u>(1)</u>	03/09/2011	Class A Common Shares	25,000	\$ 80	D	Â
Employee Stock Option (Right to buy)	Â <u>(1)</u>	12/09/2009	Class A Common Shares	6,333	\$ 50	D	Â
Employee Stock Option (Right to buy)	Â <u>(1)</u>	06/29/2009	Class A Common Shares	7,500	\$ 56.625	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Celia R. SEAVIEW HOUSE 70 SEAVIEW AVENUE STAMFORD, CT 06902	Â	Â	Â Executive Vice President	Â

Signatures

Sarah Fox, Attorney-in-fact for Celia R. Brown

02/04/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) exercisable in three annual installments commencing on first anniversary of the grant

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(2) Exercisable in four annual installments commencing on first anniversary of the grant.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.