

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)

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**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.<br>SEAVIEW HOUSE<br>70 SEAVIEW AVENUE<br>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.

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