XL CAPITAL LTD Form 4/A May 04, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * THORNTON JOHN T			Symbol					5. Relationship of Reporting Person(s) to Issuer			
<b>4</b> 3	(77)	22111	XL CAPITAL LTD [XL] 3. Date of Earliest Transaction			(Check	neck all applicable)				
(Last)	(First)	(Middle)			ransaction			X Director	10%	Owner	
555 PALM CIRCLE EAST, NAPLES			(Month/Day/Year) 04/29/2005				_	Officer (give title Other (specify below)			
	(Street)		4. If Am	endment, D	ate Original		6	. Individual or Joi	int/Group Filin	g(Check	
			• • •				Applicable Line) _X_ Form filed by One Reporting Person				
FL 34102	<del> </del>				Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Se	ecuriti	es Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securities oner Disposed (Instr. 3, 4 a	of (D)	` ′	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)	
Class A Common Shares	04/29/2005			A	2,000	A	\$ 0	32,081.25	D		
Class A Common Shares	04/29/2005			A	1,520.63	A	\$ 69.05	33,601.88	D		

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)

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# 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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ivative Expiration Date ties (Month/Day/Year) red sed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to buy)	\$ 69.05	04/29/2005		A	2,500	04/29/2005	04/29/2015	Class A Common Shares	2,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer Other			
THORNTON JOHN T 555 PALM CIRCLE EAST NAPLES FL 34102	X					

## **Signatures**

Sarah Fox, Attorney-in-fact for John T.
Thornton

05/04/2005

\*\*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. 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.

Reporting Owners 2