

XL CAPITAL LTD

Form 4

August 23, 2005

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
XL CAPITAL LTD

(Last) (First) (Middle)

XL HOUSE, ONE BERMUDIANA
ROAD

(Street)

HAMILTON, D0 HM 11

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PRIMUS GUARANTY LTD [PRS]

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

08/19/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
__X__ 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	
Common Shares	08/19/2005		S		2,400	D \$ 10.79	13,498,428 I See Footnote (1)
Common Shares	08/22/2005		S		100	D \$ 11.23	13,498,328 I See Footnote (2)
Common Shares	08/22/2005		S		300	D \$ 11.21	13,498,028 I See Footnote (3)
Common Shares	08/22/2005		S		2,000	D \$ 11.2	13,496,028 I See Footnote

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								<u>(4)</u>
Common Shares	08/22/2005	S	1,793	D	\$ 11.19	13,494,235	I	See Footnote <u>(5)</u>
Common Shares	08/22/2005	S	600	D	\$ 11.15	13,493,635	I	See Footnote <u>(6)</u>
Common Shares	08/22/2005	S	100	D	\$ 11.14	13,493,535	I	See Footnote <u>(7)</u>
Common Shares	08/22/2005	S	100	D	\$ 11.12	13,493,435	I	See Footnote <u>(8)</u>
Common Shares	08/22/2005	S	1,400	D	\$ 11.09	13,492,035	I	See Footnote <u>(9)</u>
Common Shares	08/22/2005	S	3,600	D	\$ 11.08	13,488,435	I	See Footnote <u>(10)</u>
Common Shares	08/22/2005	S	200	D	\$ 11.07	13,488,235	I	See Footnote <u>(11)</u>
Common Shares	08/22/2005	S	200	D	\$ 11.06	13,488,035	I	See Footnote <u>(12)</u>
Common Shares	08/22/2005	S	800	D	\$ 11.05	13,487,235	I	See Footnote <u>(13)</u>
Common Shares	08/22/2005	S	300	D	\$ 11.04	13,486,935	I	See Footnote <u>(14)</u>
Common Shares	08/22/2005	S	100	D	\$ 11.03	13,486,835	I	See Footnote <u>(15)</u>
Common Shares	08/22/2005	S	100	D	\$ 11.01	13,486,735	I	See Footnote <u>(16)</u>

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

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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. 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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
XL CAPITAL LTD XL HOUSE ONE BERMUDIANA ROAD HAMILTON, D0 HM 11		X		
XL Capital Principal Partners I, L.L.C. XL HOUSE ONE BERMUDIANA ROAD HAMILTON, D0 HM 11		X		
XL Insurance (Bermuda) Ltd XL HOUSE ONE BERMUDIANA ROAD HAMILTON, D0 HM 11		X		

Signatures

Kirstin Romann Gould/Secretary	08/23/2005
<u> </u> **Signature of Reporting Person	Date
Christopher Greetham*	08/23/2005
<u> </u> **Signature of Reporting Person	Date
Kirstin Romann Gould/Secretary	08/23/2005
<u> </u> **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) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 11,693 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (2) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 11,593 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (3) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 11,293 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (4) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 9,293 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (5) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 7,500 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (6) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 6,900 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (7) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 6,800 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (8) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 6,700 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (9) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 5,300 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (10) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 1,700 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (11) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 1,500 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (12) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 1,300 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (13) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 500 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (14) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 200 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (15) Includes (i) 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd and (ii) 100 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C.
 - (16) Includes 13,486,735 Common Shares, par value \$.08 per share, directly owned by XL Insurance (Bermuda) Ltd, a subsidiary of XL Capital Ltd.

Remarks:

*Christopher Greetham, a Director of XL Capital Partners Corporation, a Cayman Islands corporation, which is the General Partner of XL Capital Principal Partners I, L.P. which are the Managing Members of XL Capital Principal Partners I, L.L.C.

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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