

XL CAPITAL LTD
Form 4
May 31, 2005

FORM 4

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

OMB APPROVAL

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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

(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)

05/19/2005

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	05/19/2005		S	25,000 D \$ 14.2	13,880,428	I	See Footnote (1)
Common Shares	05/19/2005		S	1,000 D \$ 14.05	13,879,428	I	See Footnote (2)
Common Shares	05/19/2005		S	800 D \$ 14.1	13,878,628	I	See Footnote (3)
Common Shares	05/19/2005		S	200 D \$ 14.09	13,878,428	I	See Footnote

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								<u>(4)</u>
Common Shares	05/20/2005	S	2,100	D	\$ 14.12	13,876,328	I	See Footnote <u>(5)</u>
Common Shares	05/20/2005	S	300	D	\$ 14.14	13,876,028	I	See Footnote <u>(6)</u>
Common Shares	05/20/2005	S	600	D	\$ 14.13	13,875,428	I	See Footnote <u>(7)</u>
Common Shares	05/20/2005	S	5,600	D	\$ 14.1	13,869,828	I	See Footnote <u>(8)</u>
Common Shares	05/20/2005	S	300	D	\$ 14.13	13,869,528	I	See Footnote <u>(9)</u>
Common Shares	05/20/2005	S	500	D	\$ 14.14	13,869,028	I	See Footnote <u>(10)</u>
Common Shares	05/20/2005	S	1,100	D	\$ 14.15	13,867,928	I	See Footnote <u>(11)</u>
Common Shares	05/20/2005	S	800	D	\$ 14.04	13,867,128	I	See Footnote <u>(12)</u>
Common Shares	05/20/2005	S	2,000	D	\$ 14.03	13,865,128	I	See Footnote <u>(13)</u>
Common Shares	05/20/2005	S	400	D	\$ 14.01	13,864,728	I	See Footnote <u>(14)</u>
Common Shares	05/20/2005	S	5,000	D	\$ 14.04	13,859,728	I	See Footnote <u>(15)</u>
Common Shares	05/20/2005	S	3,200	D	\$ 14	13,856,528	I	See Footnote <u>(16)</u>
Common Shares	05/23/2005	S	1,800	D	\$ 14	13,854,728	I	See Footnote <u>(17)</u>
Common Shares	05/23/2005	S	800	D	\$ 14.01	13,853,928	I	See Footnote <u>(18)</u>

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Common Shares	05/23/2005	S	500	D	\$ 14.03	13,853,428	I	See Footnote (19)
Common Shares	05/23/2005	S	1,500	D	\$ 14.05	13,851,928	I	See Footnote (20)
Common Shares	05/23/2005	S	100	D	\$ 14.09	13,851,828	I	See Footnote (21)
Common Shares	05/23/2005	S	400	D	\$ 14.06	13,851,428	I	See Footnote (22)
Common Shares	05/23/2005	S	100	D	\$ 14.11	13,851,328	I	See Footnote (23)
Common Shares	05/23/2005	S	600	D	\$ 14.04	13,850,728	I	See Footnote (24)
Common Shares	05/23/2005	S	400	D	\$ 14.08	13,850,328	I	See Footnote (25)
Common Shares	05/23/2005	S	100	D	\$ 14.07	13,850,228	I	See Footnote (26)
Common Shares	05/23/2005	S	200	D	\$ 14.02	13,850,028	I	See Footnote (27)
Common Shares	05/24/2005	S	1,200	D	\$ 14.01	13,848,828	I	See Footnote (28)
Common Shares	05/24/2005	S	38,400	D	\$ 14	13,810,428	I	See Footnote (29)
Common Shares	05/24/2005	S	700	D	\$ 14.02	13,809,728	I	See Footnote (30)

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

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

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(19) 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) 366,693 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(20) 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) 365,193 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(21) 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) 365,093 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(22) 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) 364,693 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(23) 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) 364,593 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(24) 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) 363,993 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(25) 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) 363,593 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(26) 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) 363,493 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(27) 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) 363,293 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(28) 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) 362,093 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(29) 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) 323,693 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

(30) 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) 322,993 Common Shares, par value \$.08 per share, directly owned by XL Capital Principal Partners I, L.L.C., a subsidiary of XL Capital Ltd.

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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