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XL CAPITAL LTD Form 8-K March 18, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): MARCH 17, 2004

 $\hbox{XL CAPITAL LTD} \\ \hbox{(Exact name of registrant as specified in its charter)} \\$

CAYMAN ISLANDS 1-10809 98-0191089 (State or other jurisdiction of (Commission File Number) (I.R.S. Employer incorporation or organization) Identification No.)

XL HOUSE, ONE BERMUDIANA ROAD, HAMILTON, BERMUDA HM11 (Address of principal executive offices)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (441) 292 8515

NOT APPLICABLE

(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

On March 17, 2004, XL Capital Ltd issued the press release attached as Exhibit 99(a) and incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits. The following exhibits are filed herewith:

EXHIBIT NO. DESCRIPTION

99(a) Press Release ("XL Capital Ltd Prices Issue of Equity

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Security Units") dated March 17, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 17, 2004

XL CAPITAL LTD (Registrant)

By: /s/ Paul Giordano

Name: Paul Giordano

Title: Executive Vice President and

General Counsel