

XL CAPITAL LTD
Form 4
August 23, 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)
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 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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								(4)
Common Shares	08/22/2005	S	1,793	D	\$ 11.19	13,494,235	I	See Footnote (5)
Common Shares	08/22/2005	S	600	D	\$ 11.15	13,493,635	I	See Footnote (6)
Common Shares	08/22/2005	S	100	D	\$ 11.14	13,493,535	I	See Footnote (7)
Common Shares	08/22/2005	S	100	D	\$ 11.12	13,493,435	I	See Footnote (8)
Common Shares	08/22/2005	S	1,400	D	\$ 11.09	13,492,035	I	See Footnote (9)
Common Shares	08/22/2005	S	3,600	D	\$ 11.08	13,488,435	I	See Footnote (10)
Common Shares	08/22/2005	S	200	D	\$ 11.07	13,488,235	I	See Footnote (11)
Common Shares	08/22/2005	S	200	D	\$ 11.06	13,488,035	I	See Footnote (12)
Common Shares	08/22/2005	S	800	D	\$ 11.05	13,487,235	I	See Footnote (13)
Common Shares	08/22/2005	S	300	D	\$ 11.04	13,486,935	I	See Footnote (14)
Common Shares	08/22/2005	S	100	D	\$ 11.03	13,486,835	I	See Footnote (15)
Common Shares	08/22/2005	S	100	D	\$ 11.01	13,486,735	I	See Footnote (16)

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

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SEC 1474
(9-02)

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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