XL CAPITAL LTD Form 8-K March 16, 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 16, 2004

XL CAPITAL LTD (Exact name of registrant as specified in its charter)

CAYMAN ISLANDS (State or other jurisdiction of (Commission File Number) (I.R.S. Employer Identification N incorporation or organization)

1-10809

98-0191089

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 16, 2004, XL Capital Ltd issued the press release attached as

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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 Announces Plan To Offer Equity Security Units") dated March 16, 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 16, 2004

XL CAPITAL LTD (Registrant)

By: /s/ JERRY DE ST. PAER

Name: Jerry de St. Paer Title: Executive Vice President and Chief Financial Officer
