



Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 28, 2006, at a meeting of the Board of Directors (the "Board") of XL Capital Ltd (the "Company"), the Board approved to continue the compensation payable to non-employee members of the Board. The terms of such compensation are set forth in the Company's Annual Proxy Statement dated March 24, 2006, filed on Schedule 14A. At that meeting, the Board also approved a restricted stock award of 1,250 shares to John W. Weiser in connection with his prior service as lead director to preside at executive sessions of non-management Directors of the Company during 2005. This restricted stock grant vests immediately.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

As previously disclosed in the Company's Annual Proxy Statement dated March 24, 2006 and filed on Schedule 14A, on April 28, 2006, John W. Weiser retired as a Director of the Company immediately prior to the Company's Annual General Meeting of shareholders. No disagreement between Mr. Weiser and the Company that would require disclosure under Item 5.02(a) of Form 8-K has occurred.

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**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: May 3, 2006

XL CAPITAL LTD

(Registrant)

By:     /s/ Fiona Luck    

Name: Fiona Luck

Title: Executive Vice President,  
Global Head of Corporate Services &  
Assistant Secretary