

ACE LTD Reported by BANCROFT PHILIP V

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/03/14 for the Period Ending 02/27/14

Telephone 441 295 5200

CIK 0000896159

Symbol ACE

SIC Code 6331 - Fire, Marine, and Casualty Insurance

Industry Insurance (Prop. & Casualty)

Sector Financial

Fiscal Year 12/31





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP **OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | | | | 2. I | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-------------------|-----------------------------------------------|---------------------------------------|----------------------------------------------------|-------------------------------------------------|--------------------|--------------------------------------------|------------------|-----------|-----------------------------------------------------------------|----------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|-----------------------------------------------------|------------|--------------------|
| BANCROFT PHILIP V | | | | A (| ACE Ltd [ACE] | | | | | | | | | | | | |
| (Last) | (First) | (Mid | ldle) | 3. I | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | X_ | Oirector Officer (gi | ve title | e below) | 10% Ov | wner r (specify |
| C/O ACE LIMITED, THE ACE BUILDING, 17 WOODBOURNE | | | | | 2/27/2014 | | | | | | | below) Chief | Financi | al O | fficer | | |
| AVENUE | | | | | | | | | | | | | | | | | |
| (Street) | | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| HAMILTON, BERMUDA HM 08 | | | | | | | | | | | | V E | W. Forms filed by One Beneating Basses | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | _ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| | | Table l | I - Non-l | Deriva | tive Secu | rities | Ac | quire | l, Di | spo | sed of, | or Benefic | ially Ov | vned | | | |
| 1.Title of Security (Instr. 3) | | | 2. Trans. Date | Deemed Execution | 3. Trans. Code (Instr. 8) | | (A) or Disposed of | | of (D) | | ount of Securities Beneficiarying Reported Transaction(3 and 4) | | | Ownership Form: | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | Date, if any | Code | e V A | Amou | (A) or (D) | | Price | | | | | | |
| Common Shares | | | | 2/27/201 | 14 | A | | 7751 | A | \$96 | 5.76 (1) | | 235592 | | | D | |
| Common Shares | | | | 2/27/201 | 14 | A | | 7751 | A | \$96 | 5.76 ⁽²⁾ | | 243343 | | | D | |
| Common Shares | | | | 2/27/201 | 14 | A | | 7751 | A | \$96 | 5.76 (3) | | 251094 | | | D | |
| Tabl | le II - Dei | ivative | Securiti | es Ben | eficially (| Owne | ed (| e.g. ,] | puts, | cal | ls, war | rants, opti | ons, cor | vert | ible secur | ities) | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | vative rities uired (A) or osed of (D) | | 6. Date Exercisable and Expiration Date | | Securitie | and Amount of is Underlying we Security and 4) | Deri Secu | Derivative | 9. Number of derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative | Beneficial | |
| | | | | Code V | V (A) | | Date Exer | cisable | Expira Date | tion | Title | Amount or Number of Shares | | | Transaction (s) (Instr. 4) | 4) | |
| Options to Acquire Common Shares | \$96.76 | 2/27/2014 | | A (4) | 17225 | | | (4) | 2/27/2 | 024 | Common Shares | n 17225 | \$0 | (4) | 185954 (5) | D | |

Explanation of Responses:

- (1) Restricted stock award pursuant to ACE Limited 2004 Long-Term Incentive Plan (the "Plan"). Stock vests as follows: 1/4 on the first anniversary of the date of the award, 1/4 on the second anniversary of the date of the award, 1/4 on the third anniversary of the date of the award and 1/4 on the fourth anniversary of the date of the award.
- (2) Restricted stock award pursuant to the Plan. Stock vests as follows: 1/4 on the first anniversary of the date of the award, 1/4 on the second anniversary of the date of the award, 1/4 on the third anniversary of the date of the award and 1/4 on the fourth anniversary of the date of the award subject to the satisfaction of certain service and performance based criteria. Stock that does not become vested on a specified vesting date may become vested on a subsequent vesting date subject to the satisfaction of certain service and performance based criteria assessed as of such subsequent vesting date. Dividends shall be accumulated and distributed only when, and to the extent, that the shares have vested.
- (3)Restricted stock award pursuant to the Plan, representing a premium performance award with respect to the performance restricted stock

awards described above. Stock vests on the fourth anniversary of the date of the award, subject to the satisfaction of certain service and performance based criteria. Shares will not be entitled to vote until vested. Dividends shall be accumulated and distributed only when, and to the extent, that the shares have vested.

- (4) Option award pursuant to the Plan. Options vest as follows: 1/3 on the first anniversary of the date of the award, 1/3 on the second anniversary of the date of the award and 1/3 on the third anniversary of the date of the award.
- (5) Total includes options from other tranches with different exercise prices, vesting dates and expiration dates.

Reporting Owners

| Paparting Ovener Name / Address | Relationships | | | | | | | |
|----------------------------------------|---------------|-----------|-------------------------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| BANCROFT PHILIP V | | | | | | | | |
| C/O ACE LIMITED | | | | | | | | |
| THE ACE BUILDING, 17 WOODBOURNE AVENUE | | | Chief Financial Officer | 1 | | | | |
| | | | | | | | | |
| HAMILTON, BERMUDA HM 08 | | | | | | | | |

Signatures

/s/Samantha Froud, Attorney-in-fact 3/3/2014

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

^{**} Signature of Reporting Person