

ARCH CAPITAL GROUP LTD.

Form 4

February 12, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
IORANOU CONSTANTINE

(Last) (First) (Middle)

**C/O ARCH CAPITAL GROUP
LTD., WATERLOO HOUSE, 100
PITTS BAY ROAD**

(Street)

2. Issuer Name and Ticker or Trading
Symbol
**ARCH CAPITAL GROUP LTD.
[ACGL]**

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

PEMBROKE, D0 HM 08

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares, \$.0033 par value per share	02/10/2016		M		119,927	A	\$ 18.757	362,952	D
Common Shares, \$.0033 par value per share	02/10/2016		F ⁽²⁾		32,657 ⁽²⁾	D	\$ 68.88	330,295	D
Common Shares, \$.0033 par value per share	02/10/2016		M		112,240	A	\$ 18.757	232,240	I
									By 2015 GRAT

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Common Shares, \$.0033 par value per share	02/10/2016	<u>F</u> ⁽³⁾	<u>30,564</u> ⁽³⁾	D	\$ 68.88	201,676	I	By 2015 GRAT
Common Shares, \$.0033 par value per share	02/10/2016	M	217,833	A	\$ 18.757	217,833	I	By 2010 GRAT
Common Shares, \$.0033 par value per share	02/10/2016	<u>F</u> ⁽⁴⁾	<u>59,319</u> ⁽⁴⁾	D	\$ 68.88	158,514	I	By 2010 GRAT
Common Shares, \$.0033 par value per share						83,333	I	By Limited Liability Company
Common Shares, \$.0033 par value per share						116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share						11,616	I	By child
Series C Non-Cumulative Preferred Shares (non-convertible)						6,000	D	
Series C Non-Cumulative Preferred Shares (non-convertible)						1,800	I	By spouse

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option (right to buy)	\$ 18.757	02/10/2016	M	119,927	<u>(1)</u>	02/23/2016	Common Shares, \$.0033 par value per share	119,927
Stock Option (right to buy)	\$ 18.757	02/10/2016	M	112,240	<u>(1)</u>	02/23/2016	Common Shares, \$.0033 par value per share	112,240
Stock Option (right to buy)	\$ 18.757	02/10/2016	M	217,833	<u>(1)</u>	02/23/2016	Common Shares, \$.0033 par value per share	217,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IORDANOU CONSTANTINE C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE, 100 PITTS BAY ROAD PEMBROKE, D0 HM 08	X		Chairman & CEO	

Signatures

/s/ Constantine
Iordanou

02/12/2016

**Signature of Reporting
Person

Date

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) The stock option became exercisable in three equal annual installments with the first installment being exercisable on February 23, 2007 and the second and third installments being exercisable on February 23, 2008 and February 23, 2009.
- (2) On February 10, 2016, the reporting person exercised 119,927 stock options, and under the net settlement provisions of the applicable award agreement, 32,657 common shares were withheld in payment of the exercise price.
- (3) On February 10, 2016, the 2015 GRAT exercised 112,240 stock options, and under the net settlement provisions of the applicable award agreement, 30,564 common shares were withheld in payment of the exercise price.
- (4) On February 10, 2016, the 2010 GRAT exercised 217,833 stock options, and under the net settlement provisions of the applicable award agreement, 59,319 common shares were withheld in payment of the exercise price.

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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