

ARCH CAPITAL GROUP LTD.

Form 4

June 28, 2013

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 *
IORDANOU CONSTANTINE

(Last) (First) (Middle)

WESSEX HOUSE, 5TH FLOOR, 45
REID STREET

(Street)

HAMILTON, D0 HM 12

(City) (State) (Zip)

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

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

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, President & CEO

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)
Common Shares, \$.0033 par value per share	05/15/2013		G	V 100 D 11	455,655	D	
Common Shares, \$.0033 par value per share					83,333	I	By Limited Liability Company
					276,171	I	

Common
Shares,
\$.0033 par
value per
share

By 2005
GRAT

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

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 An Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 19.293	06/10/2013		G ⁽³⁾	V 62,267	⁽²⁾ 05/06/2019	Common Shares, \$.0033 par value per share
Stock Appreciation Right	\$ 19.293	06/10/2013		G ⁽³⁾	V 62,267 ⁽³⁾	⁽²⁾ 05/06/2019	Common Shares, \$.0033 par value

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

IORDANOU CONSTANTINE
WESSEX HOUSE, 5TH FLOOR
45 REID STREET
HAMILTON, D0 HM 12

X

Chairman, President & CEO

Signatures

/s/ Constantine

06/28/2013

Iordanou

__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) Represents a bonafide gift.

(2) The share appreciation right became exercisable in three equal annual installments on May 6, 2010, May 6, 2011 and May 6, 2012.

On June 10, 2013, 62,267 share appreciation rights (SARs) were distributed from the GRAT. Such SARs were previously reported as

(3) indirectly beneficially held by the GRAT. Following such distribution, the reporting person owns 62,267 SARs directly and 52,483 indirectly by the GRAT.

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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