

ARCH CAPITAL GROUP LTD.
Form 4
June 18, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
IORDANOU CONSTANTINE

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares, \$.0033 par value per share | | | | | 468,926 | D | |
| 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) | \$ 18.76 | | | | | (2) | 02/23/2016 | Common Shares, \$.0033 par value per share | 146,119 (1) |
| Share Appreciation Right | \$ 19.29 | | | | | (3) | 05/06/2019 | Common Shares, \$.0033 par value per share | 93,300 (1) |
| Share Appreciation Right | \$ 33.91 | | | | | (4) | 05/06/2021 | Common Shares, \$.0033 | 100,065 (1) |

| | | | | | |
|--------------------------------|----------|------------|------------|--|-----------------------|
| Share Appreciation Right | \$ 37.05 | 02/29/2012 | 02/28/2022 | Common Shares, \$.0033 par value per share | 161,636 <u>(1)</u> |
| Share Appreciation Right | \$ 38.58 | <u>(5)</u> | 05/09/2022 | Common Shares, \$.0033 par value per share | 101,000 <u>(1)</u> |
| Share Appreciation Right | \$ 49.12 | 02/28/2013 | 02/28/2023 | Common Shares, \$.0033 par value per share | 300,187 <u>(1)</u> |
| Share Appreciation Right | \$ 53.53 | <u>(6)</u> | 05/09/2023 | Common Shares, \$.0033 par value per share | 70,930 <u>(1)</u> |
| Share Appreciation Right | \$ 56.12 | 02/28/2014 | 02/28/2024 | Common Shares, \$.0033 par value per share | 302,555 <u>(1)</u> |
| Share Appreciation Right | \$ 57.27 | <u>(7)</u> | 05/13/2024 | Common Shares, \$.0033 par value per share | 63,000 <u>(1)</u> |

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, President & CEO | |

Signatures

/s/ Constantine
Iordanou

06/18/2014

__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 options and stock appreciation rights were previously reported as directly beneficially owned by the reporting person but were contributed to a grantor retained annuity trust on June 12, 2014.
- (2) 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.
- (3) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2010 and the second and third installments being exercisable on May 6, 2011 and May 6, 2012.
- (4) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 6, 2012 and the second and third installments being exercisable on May 6, 2013 and May 6, 2014.
- (5) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 9, 2013 and the second and third installments being exercisable on May 9, 2014 and May 9, 2015.
- (6) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 9, 2014 and the second and third installments being exercisable on May 9, 2015 and May 9, 2016.
- (7) The share appreciation right became exercisable in three equal annual installments with the first installment being exercisable on May 13, 2015 and the second and third installments being exercisable on May 13, 2016 and May 13, 2017.

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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