

TUNNELL DAVID R
Form 4
November 30, 2005

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 *
TUNNELL DAVID R

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)
11/28/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

HELLMAN & FRIEDMAN
LLC, ONE MARITIME PLAZA
12TH FLOOR

(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

SAN FRANCISCO, CA 94111

(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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Shares, \$.01 par value per share ⁽¹⁾ _{(2) (3)}	11/28/2005		C		5,000,000	A	<u>(4)</u> 6,602,224	I	By Partnership
Common Shares, \$.01 par value per	11/29/2005		J	V	5,000,000	D	<u>(5)</u> 1,602,224	I	By Partnership

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).

The security holders are HFCP IV (Bermuda), L.P., H&F International Partners IV-A (Bermuda), L.P., H&F International Partners IV-B (Bermuda), L.P. and H&F Executive Fund IV (Bermuda), L.P. (collectively, the Partnerships). H&F Investors IV (Bermuda), L.P. (HFI IV Bermuda) is the sole general partner of the Partnerships. H&F Corporate Investors IV (Bermuda), Ltd. (HFCI Bermuda) is the sole

(1) general partner of HFI IV Bermuda. A four member investment committee of HFCI Bermuda that has been formed by the shareholders of HFCI Bermuda (Investment Committee), has investment discretion over the securities. As a result, HFCI Bermuda and HFI IV Bermuda may be deemed to control the Partnerships. The members of the Investment Committee disclaim beneficial ownership, except to the extent of their respective indirect pecuniary interests in the Issuer.

Mr. Tunnell is a 9.9% shareholder of HFCI Bermuda, but is not a member of the Investment Committee. Other than the 3,355 Common Shares and the 1,800 options to purchase Common Shares granted to Mr. Tunnell in consideration for his service as a director of the

(2) Issuer, the H&F entities described in Footnote 1 own 1,602,224 Common Shares and 7,745,820 Series A Convertible Preference Shares which are convertible into Common Shares on a 1:1 basis (subject to adjustment).

Mr. Tunnell may be deemed to have an indirect pecuniary interest (within the meaning of Rule 16a-1 under the Securities Exchange Act of 1934) in an indeterminate portion of the Common Shares beneficially owned by the Partnerships. Mr. Tunnell disclaims beneficial

(3) ownership of all Common Shares beneficially owned by these entities, including an aggregate of 3,355 Common Shares and 1,800 options to buy Common Shares granted to Mr. Tunnell in consideration for his service as a director of the Issuer, except to the extent of his indirect pecuniary interest in the Issuer held through such entities.

Subject to certain restrictions, the Series A Convertible Preference Shares are convertible on a one-for-one basis into Common Shares at the option of the holder and are mandatorily convertible into Common Shares upon the occurrence of certain events. The conversion ratio is subject to antidilution and other adjustments.

(4)

The Partnerships converted 5,000,000 shares of Series A Convertible Preference Shares of the Issuer into an equal number of Common Shares of the Issuer. In accordance with the terms of the applicable partnership agreements, 5,000,000 Common Shares were distributed to the limited partners of such Partnerships; of this amount, 17,208 Common Shares were distributed to Mr. Tunnell.

(5)

Includes 3,355 Common Shares granted to Mr. Tunnell in consideration for his service as a director of the Issuer, which are held for the benefit of the Partnerships. Mr. Tunnell disclaims beneficial ownership of these 3,355 Common Shares except to the extent of his indirect pecuniary interest in the Issuer held through the Partnerships.

(6)

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

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