

IORDANOU CONSTANTINE  
 Form 4  
 May 11, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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

WESSEX HOUSE, 5TH FLOOR, 45 REID STREET

05/09/2012

(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

HAMILTON, D0 HM 12

(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 Beneficial Ownership (Instr. 4) |              |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|--------------|
|  |                                      |  |                                | (A) or (D)  | Price   |  |   |              |
| Code                                       | V                                    | Amount   | (D)                            | Price   |   |  |   |              |
| Common Shares, \$.0033 par value per share | 05/09/2012                           |  | A                              | 101,000   | A   | 11   | 886,162   | D            |
| Common Shares, \$.0033 par value per share |                                      |  |                                |   |   |  | 379,314   | I            |
|  |                                      |  |                                |   |   |  | 116,613   | I            |
|  |                                      |  |                                |   |   |  |   | By 2005 GRAT |

|  |        |   |  |                              |
|--|--------|---|--|------------------------------|
| Common Shares, \$.0033 par value per share |        |   |  | 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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SEC 1474 (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 Security (Instr. 3 and 4) |  |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount  |
| Stock Appreciation Right <sup>(2)</sup>    | \$ 38.58   | 05/09/2012                           |  | A                              | 101,000   | <u>(2)</u>   | 05/09/2022  | Common Shares, \$.0033 par value per share | 101,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| IORDANOU CONSTANTINE<br>WESSEX HOUSE, 5TH FLOOR<br>45 REID STREET<br>HAMILTON, D0 HM 12 | X             |           | Chairman, President & CEO |       |

## Signatures

/s/ Louis T. Petrillo, Attorney  
in fact

05/11/2012

\_\_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 restricted shares that vest in three equal annual installments on May 9th in each of 2013, 2014 and 2015, subject to the applicable award agreement.
  - (2) The stock appreciation right will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 9, 2013 and the next two installments on May 9, 2014 and May 9, 2015, subject to the applicable award agreement.

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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