

ARCH CAPITAL GROUP LTD.
Form 4
November 12, 2013

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 *
JORDANOU 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

WATERLOO HOUSE, GROUND FLOOR, 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) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Shares, \$.0033 par value per share | 09/12/2013 | | G | V | 100 | D | \$ 455,555 | D |
| Common Shares, \$.0033 par value per share | 11/08/2013 | | S | | 15,000 | D | \$ 58.3307 | D |
| Common Shares, \$.0033 par value per share | 11/08/2013 | | S | | 26,000 | D | \$ 58.3114 | I |
| Common Shares, | | | | | | | 83,333 | I |

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| | | | | | | |
|------------------------------------------------------------|--|--|--|---------|---|------------------------------|
| \$.0033 par value per share | | | | | | 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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Stock Appreciation Right | \$ 19.293 | 10/28/2013 | | G ⁽⁵⁾ V | 30,962 | <u>(4)</u> 05/06/2019 | Common Shares, \$.0033 par value per share |
| Stock Appreciation Right | \$ 19.293 | 10/28/2013 | | G ⁽⁵⁾ V | 30,962 | <u>(4)</u> 05/06/2019 | Common Shares, \$.0033 par value per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| IORDANOU CONSTANTINE WATERLOO HOUSE, GROUND FLOOR 100 PITTS BAY ROAD PEMBROKE, D0 HM 08 | X | | Chairman, President & CEO | |

Signatures

/s/ Constantine
 Iordanou

11/11/2013

**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 bona fide gift.
- (2) Represents a weighted average sales price; the sales prices range from \$58.30 to \$58.43. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to a security holder of the issuer.
- (3) Represents a weighted average sales price; the sales prices range from \$58.30 to \$58.422. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to a security holder of the issuer.
- (4) The share appreciation right became exercisable in three equal annual installments on May 6, 2010, May 6, 2011 and May 6, 201.
- (5) On October 28, 2013, 30,962 share appreciation rights (SARs) were distributed from the GRAT. Such SARs were previously reported as indirectly beneficially held by the GRAT. Following such distribution, the reporting person owns 93,229 SARs and 21,521 SARs are indirectly owned 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. 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.