ARCH CAPITAL GROUP LTD.

Form 4 May 17, 2016

per share

per share

Common Shares.

\$.0033 par value

#### **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **IORDANOU CONSTANTINE** Issuer Symbol ARCH CAPITAL GROUP LTD. (Check all applicable) [ACGL] 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O ARCH CAPITAL GROUP 05/13/2016 Chairman & CEO LTD., WATERLOO HOUSE, 100 PITTS BAY ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PEMBROKE, D0 HM 08 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 1. Title of Security 2. Transaction Date 2A. Deemed 7. Nature of Transaction(A) or Disposed of Securities Indirect (Instr. 3) (Month/Day/Year) Execution Date, if Ownership Code (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership (Instr. 4) Following or Indirect Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common Shares. \$.0033 par value 05/05/2016 G 100 D \$0 286,930 D per share Common Shares. \$.0033 par value 05/13/2016 A 46,100 A <u>(1)</u> 333,030 D

By 2015

GRAT

201,676

I

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Common Shares, \$.0033 par value per share	158,514	I	By 2010 GRAT
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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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. Trans Code (Instr.		5. Number of ionDerivative 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	
Share Appreciation Right	\$ 23.707	03/31/2016		G	V		11,262 (2)	<u>(3)</u>	05/11/2017	Common Shares, \$.0033 par value per share	
	\$ 23.707	03/31/2016		G	V			<u>(3)</u>	05/11/2017		

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Share Appreciation Right				11,262 (2)			Common Shares, \$.0033 par value per share
Stock Option (right to buy)	\$ 71.7	05/13/2016	A	46,100	<u>(4)</u>	05/13/2026	Common Shares, \$.0033 par value per share

## **Reporting Owners**

Reporting Owner Name / Address

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 & CEO

# **Signatures**

/s/ Constantine 05/16/2016

\*\*Signature of Reporting Date

Person

### **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 13th in each of 2017, 2018 and 2019, subject to the applicable award agreement.
- On March 31, 2016, 11,262 share appreciation rights were distributed from the 2010 GRAT. Such share appreciation rights were (2) previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 11,262 share appreciation rights directly and 123,738 indirectly by the 2010 GRAT.
- (3) The Share Appreciation Right became exercisable in three equal annual installments commencing May 11, 2008, subject to the applicable award agreement.
- (4) The stock option will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 13, 2017 and the next two installments on May 13, 2018 and May 13, 2019, 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. 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.

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