

ARCH CAPITAL GROUP LTD.
Form 5
January 08, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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 Reporting

(check applicable line)

PEMBROKE, D0 HM 08

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Shares, \$.0033 par value per share	12/13/2013		G ⁽¹⁾	1,400 D \$ 0	439,155	D	
Common Shares, \$.0033 par value per share					83,333	I	By Limited Liability Company

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Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	Â	116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	Â	11,616	I	By child
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	Â	6,000	D	Â
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	Â	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 19.293	12/31/2013	Â	G ⁽³⁾	Â 71	Â <u>(2)</u> 05/06/2019	Common Shares, \$.0033 par value per share 71
Stock Appreciation Right	\$ 19.293	12/31/2013	Â	G ⁽³⁾	71 Â	Â <u>(2)</u> 05/06/2019	Common Shares, \$.0033 par value per share 71

Reporting Owners

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

Signatures

/s/ Constantine
Iordanou

01/07/2014

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) Represents a bona fide gift.

(2) The share appreciation right became exercisable in three equal annual installments on May 6, 2010, May 6, 2011 and May 6, 2012.

On December 31, 2013, 71 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 93,300 SARs and 21,450 SARs are indirectly owned by the GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.