

ARCH CAPITAL GROUP LTD.

Form 4

November 03, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JORDANOU CONSTANTINE

(Last) (First) (Middle)

C/O ARCH CAPITAL GROUP
LTD., WATERLOO HOUSE, 100
PITTS BAY ROAD

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Shares, \$.0033 par value per share				(A) or (D)	468,926	D	
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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(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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18.757	06/30/2014		G	V		13,848 (2)	(1)	02/23/2016	Common Shares, \$.0033 par value per share	13,848
Stock Option (right to buy)	\$ 18.757	06/30/2014		G	V	13,848 (2)		(1)	02/23/2016	Common Shares, \$.0033 par value per share	13,848
Stock Option (right to buy)	\$ 18.757	09/30/2014		G	V	15,125 (3)		(1)	02/23/2016	Common Shares, \$.0033 par value per share	15,125
	\$ 18.757	09/30/2014		G	V			(1)	02/23/2016		15,125

Stock	15,125	Common
Option	<u>(3)</u>	Shares,
(right to		\$.0033
buy)		par value
		per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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, President & CEO	

Signatures

/s/ Constantine
Iordanou

10/30/2014

__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) The stock option became exercisable in three equal annual installments with the first installment being exercisable on February 23, 2007 and the second and third installments being exercisable on February 23, 2008 and February 23, 2009.
On June 30, 2014, 13,848 stock options were distributed from a GRAT. Such options were previously reported as indirectly beneficially held by a GRAT. Following such distribution, the reporting person owns 13,848 stock options directly and 290,033 stock options indirectly by the GRAT.
- (2) On September 30, 2014, 15,125 stock options were distributed from a GRAT. Such options were previously reported as indirectly beneficially held by a GRAT. Following such distribution, the reporting person owns 28,973 stock options directly and 274,908 stock options indirectly by the GRAT.
- (3) On September 30, 2014, 15,125 stock options were distributed from a GRAT. Such options were previously reported as indirectly beneficially held by a GRAT. Following such distribution, the reporting person owns 28,973 stock options directly and 274,908 stock options indirectly 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.