

IORDANOU CONSTANTINE

Form 4

December 20, 2012

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

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(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)
WESSEX HOUSE, 5TH FLOOR, 45
REID STREET

3. Date of Earliest Transaction
(Month/Day/Year)
12/10/2012

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

(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 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)	
			Code	V	Amount (A) or (D)	Price		
Common Shares, \$.0033 par value per share	12/10/2012		G	V	250,000 (1)	D \$ 0	83,333 (1) I	By Limited Liability Company
Common Shares, \$.0033 par value per share	12/11/2012		G	V	500	D \$ 0	385,562 D	
							276,171 (2)	I

Common
Shares,
\$.0033 par
value per
share

By 2005
GRAT

Common
Shares,
\$.0033 par
value per
share

488,705 ⁽²⁾ D

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

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

IORDANOU CONSTANTINE
WESSEX HOUSE, 5TH FLOOR
45 REID STREET
HAMILTON, D0 HM 12

X

Chairman, President & CEO

Signatures

/s/ Louis T. Petrillo, Attorney
in fact

12/18/2012

__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).

On December 10, 2012, the reporting person gifted a 1/3 interest in Protaras LLC, a limited liability company, to each of his three children's irrevocable trusts. Prior to gifting the 250,000 common shares, the reporting person owned all of the membership interests in (1) Protaras LLC and served as its sole managing member. The reporting person no longer has a pecuniary interest in 166,667 common shares because the interest is owned by the reporting person's adult daughters who reside outside of his household. The reporting person disclaims beneficial ownership of the remaining 83,333 common shares held by his minor daughter's irrevocable trust.

On December 13, 2012, 103,143 common shares were distributed from a GRAT. Following the distribution, the reporting person owns (2) such shares directly and the GRAT owns 276,171 common shares. The 103,143 common shares are included in the reporting person's direct holdings.

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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