

ARCH CAPITAL GROUP LTD.  
Form 4  
November 03, 2014

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

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

C/O ARCH CAPITAL GROUP LTD., WATERLOO HOUSE, 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) Code V Amount (D) Price                                |   |  |  |
| Common Shares, \$.0033 par value per share |                                      |  |                                |   | 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,<br>\$.0033 par value<br>per share                    | 11,616 | I | By child  |
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | 6,000  | D |           |
| Series C<br>Non-Cumulative<br>Preferred Shares<br>(non-convertible) | 1,800  | I | By spouse |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Stock Option (right to buy)                | \$ 18.757  | 06/30/2014                           |  | G                              | V 13,848<br>(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<br>(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<br>(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<br>C/O ARCH CAPITAL GROUP LTD.<br>WATERLOO HOUSE, 100 PITTS BAY ROAD<br>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.