

ARCH CAPITAL GROUP LTD.

Form 4

May 14, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
05/13/2015

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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$.0033 par value per share	05/13/2015		A		58,110	A	<u>(3)</u>	365,348	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.

**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.**

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. 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 Number Shares
Stock Option (right to buy)	\$ 18.757	03/31/2015		G	V		12,256 (2)	(1)	02/23/2016	Common Shares, \$.0033 par value per share	249,1
Stock Option (right to buy)	\$ 18.757	03/31/2015		G	V	12,256 (2)		(1)	02/23/2016	Common Shares, \$.0033 par value per share	12,2
Stock Option (right to buy)	\$ 62.51	05/13/2015		A		58,110		(4)	05/13/2025	Common Shares, \$.0033 par value per share	58,1

## 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 05/14/2015

\_\_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 March 31, 2015, 12,256 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly
- (2) beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 141,938 stock options directly and 249,332 stock options indirectly by the GRAT.
- (3) Represents restricted shares that vest in three equal annual installments on May 13th in each of 2016, 2017 and 2018, 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, 2016 and the next two installments on May 13, 2017 and May 13, 2018, 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.