Papadopoulo Nicolas
Form 3
November 28, 2005

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0104 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

## INITIAL STATEMENT OF 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 *
Â Papadopoulo Nicolas
(Last) (First) (Middle)

C/O ARCH REINSURANCE LTD., WESSEX HOUSE,Â 45 REID STREET, 3RD FLOOR
(Street)

HAMILTON,Â D0Â HM 12
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/15/2005

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer __X__ Other
(give title below) (specify below)
Officer of Subsidiary

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

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|
| Common Shares, $.01 par value per share | 33,071 (1) | D | Â |

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Stock Option (right to buy) | 07/01/2008(2) | 11/15/2015 | Common Shares, $.01 par value per share | 40,000 | $ 55.04 | D | Â |
| Stock Option (right to buy) | Â (3) | 09/22/2014 | Common Shares, $.01 par value per share | 14,000 | $ 39 | D | Â |
| Stock Option (right to buy) | Â (4) | 12/31/2011 | Common Shares, par value $.01 per share | 25,000 | $ 25.75 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Papadopoulo Nicolas<br>C/O ARCH REINSURANCE LTD., WESSEX HOUSE<br>45 REID STREET, 3RD FLOOR<br>HAMILTON,Â D0Â HM 12 | Â | Â | Â | Officer of Subsidiary |

# Signatures

| | |
|---|---|
| /s/ Nicolas Papadopoulo | 11/28/2005 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** 25,000 of the total shares listed were granted on November 15, 2005, are restricted and will vest on July 1, 2008; 1,900 of the total shares listed were granted on September 22, 2004, are restricted and subject to vesting in three equal annual installments commencing on September 22, 2004; 1,786 of the total shares were granted on February 26, 2004, are restricted and subject to vesting in four equal annual installments commencing February 26, 2004; 2,385 of the total shares listed were granted on February 20, 2003, are restricted and subject to vesting in four equal annual installments commencing February 20, 2003. All awards are subject to the terms of the respective agreements.

**(2)** All of the options granted on November 15, 2005 will vest and become exercisable on July 1, 2008 (subject to the terms of the award agreement).

**(3)** The options will vest and become exercisable in three equal annual installments commencing September 22, 2004 (subject to the terms of the award agreement).

**(4)** The options became exercisable in three equal annual installments commencing December 31, 2001 (subject to the terms of the 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.