

MEENAGHAN JAMES J

Form 4

March 16, 2011

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 *
MEENAGHAN JAMES J

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)
03/15/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O ARCH CAPITAL GROUP
LTD., 45 REID STREET, 4TH
FLOOR

(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 (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, \$.01 par value per share	03/15/2011		M	15,000	A \$ 20	31,219	D
Common Shares, \$.01 par value per share	03/15/2011		M	300	A \$ 16.55	31,519	D
Common Shares, \$.01 par value per share	03/15/2011		S	15,300	D \$ (1) 90.4843	16,219	D

Series A
Non-Cumulative
Preferred Shares
(non-convertible) 4,098 D

Series B
Non-Cumulative
Preferred Shares
(non-convertible) 7,013 D

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 of 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)	\$ 20	03/15/2011		M		15,000		10/23/2001	10/23/2011	Common Shares, \$.01 par value per share	15,000
Stock Option (right to buy)	\$ 16.55	03/15/2011		M		300		<u>(2)</u>	10/03/2011	Common Shares, \$.01 par value per share	300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MEENAGHAN JAMES J C/O ARCH CAPITAL GROUP LTD. 45 REID STREET, 4TH FLOOR	X

HAMILTON, D0 HM 12

Signatures

/s/ Marcy Rathman, Attorney
in fact

03/16/2011

__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) Represents a weighted average sale price; the sale prices ranged from \$90.32 to \$90.65. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or a security holder of the issuer.
- (2) Subject to the applicable award agreement, the option became vested and exercisable in three equal annual installments commencing on October 3, 2001.

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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