TRIDENT II L P Form 144 December 12, 2002

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

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker

1 (a) NAME OF ISSUER (Please type or print)

Arch Capital Group Ltd.

1(d) ADDRESS OF ISSUER STREET CITY STATE ZIP CODE

Wessex House, 45 Reid Street, Hamilton HM 12, Bermuda

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

Trident II, L.P.

(b) (c) (d)
IRS RELATIONSHIP ADDRESS STREET
IDENT TO ISSUER
NO.98- C/O MMC Capital, Inc.
0208723 None 20 Horseneck Lane

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. identified Number.

3 (a) Title of (b) Name and SEC the Class Address of USE Each ONLY SEC (c) Number (d) Aggregate (e) Number of of Market Value Shares or ONLY Shares (See instr. Other Units or Other Securities Broker 3(d)) Outstanding То Ве Through Units To (See instr. Sold whom the Be Sold 3(e))

## Edgar Filing: TRIDENT II L P - Form 144

Securities (See Are To Be instr. Offered or 3(c))

Each Market Maker who

Is Broker-Dealer Acquiring File the Securities Number

Merrill Lynch, Pierce, Fenner

Common Shares, par value \$.01 per share

& Smith, Inc. 250 Vesey Street New York, NY

520,759 \$16,872,591.60 27,586,184 10080

#### INSTRUCTIONS:

- (a) Name of issuer 1.
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuers's telephone number, including area code
- (a) Name of person for whose account the securities are to be sold
  - (b) Such person's I.R.S. identification number, if such person is an entity
  - (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (d) Such person's address, including zip code
- (a) Title of the class of securities to be sold
  - (b) Name and Address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sol

# TABLE I -- SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the secur and with respect to the payment of all or any part of the purchase price or other co

			Name of Person from	
		Nature of Whom Acquired		
	Date you	Acquisition	(if gift, also give	Amount of Secur
Title of the Class	Acquired	Transaction	date donor acquired)	Acquired

1,549,710 Series Series A Convertible Convertible Prefe Preference Shares Shares

November 20, Purchased in a Issuer

# Edgar Filing: TRIDENT II L P - Form 144

2001

private transaction

Warrants to purch 163,971 Common Sh

Ρ

#### INSTRUCTIONS:

- If the securities were purchased and full payment therefore was not made in cash at the time or in a note thereto the nature of the consideration given. If the consideration consisted of if payment was made in installments describe the arrangement and state when the note or other full or the last installment paid.
- If within two years after the acquisition of the securities the person for whose account the positions, put or other option to dispose of securities referred to in paragraph (d)(3) of F with respect thereto.

TABLE II -- SECURITIES SOLD DURING THE PAST 3 MONTHS Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross
N/A*	N/A	N/A	N/A	N/A

#### **REMARKS:**

\*Trident II, L.P. disclaims beneficial ownership of any shares of Arch Capital Group Ltd. owned b Holdings, Ltd. and expressly disclaims that Trident II, L.P. and Marsh & McLennan Risk Capital Ho "group" as such term is defined by Section 13D. Marsh & McLennan Risk Capital Holdings, Ltd. sol three months. These sales involved securities eligible for resale under Rule 144(k).

#### INSTRUCTIONS:

See the definition of "person" in paragraph (a) 
The person for whose account the securities of Rule 144. Information is to be given not only to which this notice relates are to be sold as to the person for whose account the securities are to be sold but also as to all he does not know any material adverse other persons included in that definition. In information in regard to the current a addition, information shall be given as to sales prospective operations of the Issuer of the by all persons whose sales are required by securities to be sold which has not been paragraph (e) of Rule 144 to be aggregated with publicly disclosed. sales for the account of the person filing this notice.

#### ATTENTION:

hereby represents by signing this notice that information in regard to the current and

12-12-2002
DATE OF NOTICE

Trident II, L.P. By: Trident Capital II, L.P. By: Marsh & McLennan, GP I, Inc. By: Richard A. Goldman Title: Vice President

> /s/ Richard A. Goldman (SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures

# Edgar Filing: TRIDENT II L P - Form 144

## ATTENTION:

Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)