ARCH CAPITAL GROUP LTD.

Form 4

August 31, 2016

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Add IORDANOU	•	_	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) C/O ARCH CAPITAL GROUP LTD., WATERLOO HOUSE,100 PITTS BAY ROAD		ROUP	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2016	X Director 10% OwnerX Officer (give title Other (specify below) Chairman & CEO			
(Street) PEMBROKE, D0 HM 08			4. 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			
(City)	(State)	(Zip)		quired, 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. Transa Code (Instr.	4. Securities Acquired (A) actionor Disposed of (D) (Instr. 3, 4 and 5)			(D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Sho	Common Shares,			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
	\$.0033 par value per share	08/29/2016		S(3)		50,000	D	79.5031 (2)	243,030	D	
	Common Shares, \$.0033 par value per share	08/31/2016		G	V	100	D	\$ 0	242,930	D	
	Common Shares, \$.0033 par value per share								201,676	I	By 2015 GRAT

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Common Shares, \$.0033 par value per share	158,514	I	By 2010 GRAT
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.

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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. Trans. Code (Instr.		5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Sec (Instr. 3 and 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title I
Share Appreciation Right	\$ 23.707	06/30/2016		G	V		11,292 (1)	<u>(4)</u>	05/11/2017	Common Shares, \$.0033 par value per share
	\$ 23.707	06/30/2016		G	V			<u>(4)</u>	05/11/2017	

Share
Appreciation
Right

Common Shares, \$.0033 par value per share

Reporting Owners

Reporting Owner Name / Address

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 & CEO

11.292

(1)

Signatures

/s/ Louis Petrillo, Attorney in fact

08/31/2016

**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).
- On June 30, 2016, 11,292 share appreciation rights were distributed from the 2010 GRAT. Such share appreciation rights were previously (1) reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 22,554 share appreciation rights directly and 112,446 indirectly by the 2010 GRAT.
- (2) Represents a weighted average sales price; the sales prices range from \$79.405 to \$79.69. Upon request, the full sale information regarding the number of shares sold at each price increment will be provide to the Commission or to the security holder of the issuer.
- (3) The shares were sold in order to satisfy state and federal income taxes.
- (4) The share appreciation right became exercisable in three equal annual installments commencing May 11, 2008, 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.

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