

Hutchings W Preston
Form 5
January 23, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Hutchings W Preston

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Investment Officer

WESSEX HOUSE, 5TH FLOOR, 45 REID STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HAMILTON, D0 HM 12

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Shares, \$.0033 par value per share | 05/09/2011 | ^ | G | 10,602 (1) D \$ 0 | 44,148 (3) | D | ^ |
| Common Shares, \$.0033 par | 05/09/2011 | ^ | G | 10,602 (1) A \$ 0 | 65,769 (3) | I | By Company (2) |

value per share

Common Shares, \$.0033 par value per share

05/11/2011 \hat{A} G 6,000⁽¹⁾ D \$ 0 38,148⁽³⁾ D \hat{A}

Common Shares, \$.0033 par value per share

05/11/2011 \hat{A} G 6,000⁽¹⁾ A \$ 0 71,769⁽³⁾ I By Company⁽²⁾

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 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--|-----------|
| | Director | 10% Owner | Officer | Other |
| Hutchings W Preston WESSEX HOUSE, 5TH FLOOR 45 REID STREET HAMILTON, ONTARIO L8M 1H2 | \hat{A} | \hat{A} | \hat{A} SVP & Chief Investment Officer | \hat{A} |

Signatures

/s/ W. Preston 01/12/2012
Hutchings
Date

Signature of Reporting
Person

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 May 9, 2011 and May 11, 2011, the Reporting Person contributed 10,602 and 6,000 respectively, of his directly owned common
- (1) shares of the issuer to a company which is owned by a family trust; the beneficiaries of the family trust are the Reporting Person, his spouse and their minor children.
 - (2) The shares are held by a company which is owned by a family trust; the beneficiaries of the family trust are the Reporting Person, his spouse and their minor children.
 - (3) The amount of common shares includes common shares acquired in connection with a 3-for-1 share split effectuated on May 11, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.