

ARCH CAPITAL GROUP LTD.
Form 4
August 24, 2016

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 *
PETRILLO LOUIS T

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)
08/22/2016

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

ARCH CAPITAL SERVICES INC., 360 HAMILTON AVENUE, SUITE 600

(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

WHITE PLAINS, NY 10601

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares, \$0.033 par value per share | 08/22/2016 | | M | | 12,750 | A | \$ 19.293 |
| Common Shares, \$0.033 par value per share | 08/22/2016 | | F ⁽¹⁾ | | 8,485 | D | <u>(1)</u> |
| | | | | | | | 74,433 |
| | | | | | | | 65,948 |

| | | | | | | | |
|---|------------|---|-------|---|----------------------|--------|---|
| Common Shares, \$0.0033 par value per share | 08/22/2016 | S | 4,370 | D | \$ 79.5544 (2) | 61,578 | D |
| Common Shares, \$0.0033 par value per share | 08/23/2016 | S | 4,265 | D | \$ 79.2932 | 57,313 | D |

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

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(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 |
| Share Appreciation Right (3) | \$ 19.293 | 08/22/2016 | | M | 12,750 | (3) 05/06/2019 | Common Shares, \$0.0033 per share 12,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETRILLO LOUIS T ARCH CAPITAL SERVICES INC. 360 HAMILTON AVENUE, SUITE 600 WHITE PLAINS, NY 10601 | | | Officer of Subsidiary | |

Signatures

/s/ Louis Petrillo

08/24/2016

**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).
 - (1) In connection with the exercise of the share appreciation rights award as described in Table II, 5,390 common shares were withheld for taxes at a tax price of \$79.46 per share. In addition, 3,095 common shares were disposed in satisfaction of the exercise price, \$19.293 per share. The reporting person received a net issuance of 4,265 common shares.
 - (2) Represents a weighted average sales price; the sales prices range from \$79.30 to \$79.72. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to the security holder of the issuer.
 - (3) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 6, 2010 and the next two installments on May 6, 2011 and May 6, 2012, 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.

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