

ARCH CAPITAL GROUP LTD.
Form 5
November 18, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
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 *
IORDANOU CONSTANTINE

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)
12/31/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

WATERLOO HOUSE, GROUND FLOOR, 100 PITTS BAY ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PEMBROKE, D0 HM 08

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 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) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Shares, \$.0033 par value per share | 11/23/2012 | ^ | G5 | D | 276,171 (1) \$ 0 0 | I | By 2005 GRAT (1) |
| Common Shares, \$.0033 par value per share | ^ | ^ | ^ | ^ | ^ 440,555 (3) | D | ^ |
| | ^ | ^ | ^ | ^ | ^ 83,333 (3) | I | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|----------------|---|---------------------------------------|
| Common Shares, \$.0033 par value per share | | | | | | | | | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | ^ | ^ | ^ | ^ | ^ | ^ | 116,613 (3) | I | By Limited Liability Company |
| Common Shares, \$.0033 par value per share | ^ | ^ | ^ | ^ | ^ | ^ | 11,616 (3) | I | By child |
| Series C Non-Cumulative Preferred Shares (non-convertible) | ^ | ^ | ^ | ^ | ^ | ^ | 6,000 (3) | D | ^ |
| Series C Non-Cumulative Preferred Shares (non-convertible) | ^ | ^ | ^ | ^ | ^ | ^ | 1,800 (3) | I | By spouse |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Stock Option (right to buy) | \$ 13 | 11/23/2012 | ^ | G(1) | ^ 360,000 (1) | ^ (2) 09/22/2014 | Common Shares, \$.0033 par value per share 360,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | ^ X | ^ | | ^ |

IORLANOU CONSTANTINE
WATERLOO HOUSE, GROUND FLOOR
100 PITTS BAY ROAD
PEMBROKE, D0 HM 08

Chairman,
President &
CEO

Signatures

/s/ Constantine
Iordanou 11/18/2013

**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 November 23, 2012, the 2005 GRAT expired. Per the terms of the GRAT, the trust property, including 276,171 common shares and

- (1) 360,000 stock options, was equally distributed to trusts for the benefit of the reporting person's three daughters for which the reporting person is not a trustee.
- (2) The stock option became exercisable in three equal annual installments, commencing on September 22, 2004, subject to the terms of the agreement.
- (3) Number of shares is as of November 18, 2013.

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.