

ARCH CAPITAL GROUP LTD.
Form 4
March 06, 2017

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 *
Lyons Mark Donald

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)
03/02/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP,CFO & Treasurer

C/O ARCH CAPITAL GROUP LTD., 100 PITTS BAY ROAD, GROUND FLOOR

(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

PEMBROKE, D0 HM 08

(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)
				(A) or (D)	Price		
Code	V	Amount	(D)	Price			
Common Shares, \$0.033 par value per share	03/02/2017		M	1,800	A	\$ 19.293	191,967 ⁽¹⁾ D
Common Shares, \$0.033 par value per share	03/02/2017		M	4,900	A	\$ 33.913	196,867 ⁽¹⁾ D

Common Shares, \$0.0033 par value per share	03/02/2017	M	5,000	A	\$ 38.58	201,867 ⁽¹⁾	D
Common Shares, \$0.0033 par value per share	03/02/2017	M	5,000	A	\$ 40.1	206,867 ⁽¹⁾	D
Common Shares, \$0.0033 par value per share	03/02/2017	M	12,000	A	\$ 53.53	218,867 ⁽¹⁾	D
Common Shares, \$0.0033 par value per share	03/02/2017	F ⁽⁴⁾	13,076	D	\$ 94.6	205,791 ⁽¹⁾	D
Common Shares, \$0.0033 par value per share	03/02/2017	S ⁽⁵⁾	5,635	D	\$ 95.0822 ⁽³⁾	200,156 ⁽¹⁾	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	\$ 19.293	03/02/2017		M	1,800	⁽⁸⁾ 05/06/2019	Common Shares, 1,800

Right

\$.0033
par value
per share

Share

Appreciation
Right

\$ 33.913

03/02/2017

M

4,900

(2)

05/06/2021

Common
Shares,
\$.0033
par value
per share

4,900

Share

Appreciation
Right

\$ 38.58

03/02/2017

M

5,000

(9)

05/09/2022

Common
Shares,
\$.0033
par value
per share

5,000

Share

Appreciation
Right

\$ 40.1

03/02/2017

M

5,000

(7)

09/06/2022

Common
Shares,
\$.0033
par value
per share

5,000

Share

Appreciation
Right

\$ 53.53

03/02/2017

M

12,000

(6)

05/09/2023

Common
Shares,
\$.0033
par value
per share

12,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Lyons Mark Donald
C/O ARCH CAPITAL GROUP LTD.
100 PITTS BAY ROAD, GROUND FLOOR
PEMBROKE, D0 HM 08

EVP,CFO & Treasurer

Signatures

/s/ Marcy Rathman, Attorney
in fact

03/06/2017

**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) 86,722 of such amount will settle in Issuer's common shares upon the termination of the Reporting Person's employment, as specifically provided in the award agreements.

(2) The share appreciation right became exercisable in three equal annual installments commencing May 6, 2012, subject to the applicable award agreement.

(3)

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Represents a weighted average sales price; the sales prices range from \$95.0621 to \$95.17. 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.

- (4) In connection with the exercise of the five share appreciation rights awards as described in Table II, 13,076 common shares were disposed in satisfaction of the exercise prices (see Table II). The reporting person received a net issuance of 15,624 common shares.
- (5) A portion of the proceeds will be used to satisfy state and federal tax obligations.
- (6) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2014, subject to the applicable award agreement.
- (7) The share appreciation right became exercisable in three equal annual installments commencing September 6, 2013, subject to the applicable award agreement.
- (8) The share appreciation right became exercisable in three equal annual installments commencing May 6, 2010, subject to the applicable award agreement.
- (9) The share appreciation right became exercisable in three equal annual installments commencing May 9, 2013, 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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