

ARCH CAPITAL GROUP LTD.
Form 4
February 11, 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 *
Vollaro John D

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)
02/09/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

WATERLOO HOUSE, GROUND FLOOR, 100 PITTS BAY ROAD

(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 Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Shares, \$.0033 par value per share | 02/09/2016 | | M | | 120,000 | A | \$ 18.757 120,000 | D |
| Common Shares, \$.0033 par value per share | 02/09/2016 | | F | | 33,163 | D | \$ 67.87 86,837 | D |
| | 02/09/2016 | | G ⁽³⁾ | V | | D | \$ 0 0 | D |

| | | | | | | | | | | | | | | | | | | |
|--|------------|--|--|--|--|--|--|--|--|---|---|------|---------|---|--|--|--|------------------------|
| Common Shares, \$.0033 par value per share | | | | | | | | | | 86,837 <u>(3)</u> | | | | | | | | |
| Common Shares, \$.0033 par value per share | 02/09/2016 | | | | | | | | | <u>G</u> ⁽³⁾ V <u>86,837</u> <u>(3)</u> | A | \$ 0 | 137,435 | I | | | | by Trust <u>(4)</u> |

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.

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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 |
| Stock Option (right to buy) | \$ 18.757 | 02/09/2016 | | M | 120,000 | <u>(2)</u> 02/23/2016 | Common Shares, \$.0033 par value per share 120,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Vollaro John D
WATERLOO HOUSE, GROUND FLOOR
100 PITTS BAY ROAD
PEMBROKE, D0 HM 08

X

Signatures

/s/ John D.
Vollaro

02/11/2016

__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) On February 9, 2016, the reporting person exercised 120,000 stock options, and under the net settlement provisions of the applicable award agreement, 33,163 common shares were withheld in payment of the exercise price.
 - (2) The stock option became exercisable in three equal installments, with the first installment exercisable on February 23, 2007 and the second and third installments exercisable on February 23, 2008 and 2009, respectively.
 - (3) On February 9, 2016, the reporting person contributed such shares to a revocable trust for which he serves as trustee.
 - (4) Such common shares are held by a revocable trust for which the reporting person serves as trustee.

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.