

ARCH CAPITAL GROUP LTD.
Form 4
February 22, 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 *
GRANDISSON MARC

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)
02/18/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

C/O ARCH CAPITAL GROUP LTD., WATERLOO HOUSE, 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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$0.033 par value per share	02/18/2016		M		211	A	\$ 18.7567	552,362	D	
Common Shares, \$0.033 par value per share	02/18/2016		S		211	D	\$ 68.5	552,151	D	

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Common Shares \$.0033 par value per share	02/19/2016	M	29,789	A	\$ 18.7567	581,940	D	
Common Shares, \$.0033 par value per share	02/19/2016	S	29,789	D	\$ 68.6241 <u>(1)</u>	552,151	D	
Common Shares, \$.0033 par value per share	02/19/2016	<u>M</u> ⁽³⁾	30,000	A	\$ 18.7567	582,151	D	
Common Shares, \$.0033 par value per share	02/19/2016	<u>F</u> ⁽³⁾	8,199	D	\$ 68.63	573,952	D	
Common Shares, \$.0033 par value per share						660	I	By spouse

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)	8 D S (1)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 18.7567	02/18/2016		M	211	<u>(2)</u>	02/23/2016	Common Shares,	211

(right to buy)									\$.0033 par value per share
Stock Option (right to buy)	\$ 18.7567	02/19/2016	M	29,789	(2)	02/23/2016			Common Shares, \$.0033 par value per share 29,789
Stock Option (right to buy)	\$ 18.7567	02/19/2016	M	30,000	(2)	02/23/2016			Common Shares, \$.0033 par value per share 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANDISSON MARC C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE, 100 PITTS BAY ROAD PEMBROKE, D0 HM 08			President & COO	

Signatures

/s/ Marc
Grandisson 02/22/2016

**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) Represents a weighted average sales price; the sales prices range from \$68.50 to \$68.92. Upon request the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or to a security holder of the issuer.
- (2) The stock option became exercisable in three equal annual installments commencing February 23, 2009, subject to the applicable award agreement.
- (3) On February 19, 2016, the reporting person exercised 30,000 stock options and, under the net settlement provisions of the applicable award agreement, 8,199 common shares were withheld in payment of the exercise price.

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.