

Hutchings W Preston
Form 4
May 15, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hutchings W Preston

(Last) (First) (Middle)

WATERLOO HOUSE, GROUND
FLOOR, 100 PITTS BAY ROAD

(Street)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ARCH CAPITAL GROUP LTD.
[ACGL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP & Chief Investment Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Shares, \$.0033 par value per share	05/10/2018		G ⁽²⁾	V 2,181 D \$ 0	21,130	D	
Common Shares, \$.0033 par value per share	05/10/2018		G ⁽²⁾	V 2,181 A \$ 0	207,915	I	By Company (1)
	05/11/2018		A	2,665 A ⁽³⁾	23,795	D	

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Common
Shares,
\$.0033 par
value per
share

Common
Shares,
\$.0033 par 05/14/2018
value per
share

G⁽²⁾ V 5,505 D \$ 0 18,290 D

Common
Shares,
\$.0033 par 05/14/2018
value per
share

G⁽²⁾ V 5,505 A \$ 0 213,420 I

By
Company
⁽¹⁾

Common
Shares,
\$.0033 par
value per
share

200 I

By children

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

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required to respond unless the form
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SEC 1474
(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 79.65	05/11/2018		A	11,895	⁽⁴⁾ 05/11/2028	Common Shares, \$.0033 par value per share	11,895

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutchings W Preston WATERLOO HOUSE, GROUND FLOOR 100 PITTS BAY ROAD PEMBROKE, D0 HM 08			SVP & Chief Investment Officer	

Signatures

/s/ W. Preston
Hutchings

05/14/2018

__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) The shares are held by a company which is owned by a family trust; beneficiaries of the family trust are the reporting person, his spouse and their children.
 - (2) On May 10, 2018 and May 14, 2018, the reporting person contributed 2,181 common shares and 5,505 common shares, respectively, to a company which is owned by a family trust; beneficiaries of the family trust are the reporting person, his spouse and their children.
 - (3) Represents restricted shares that vest in three equal annual installments, commencing May 11, 2019, and the next two installments on May 11, 2020 and May 11, 2021, subject to the applicable award agreement.
 - (4) The stock option becomes exercisable in three equal annual installments commencing May 11, 2019, and the next two installments on May 11, 2020 and May 11, 2021, 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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