

ARCH CAPITAL GROUP LTD.
Form 5
January 20, 2015

FORM 5

**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).
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 *
JORDANOU 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)
12/31/2014

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

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 Reporting

(check applicable line)

PEMBROKE, D0 HM 08

(City) (State) (Zip)

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)	(A) or (D)	Amount	Price	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)
Common Shares, \$.0033 par value per share	12/23/2014		G	500	D	\$ 0	408,426	D		
Common Shares, \$.0033 par value per share								83,333	I	By Limited Liability

										Company
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	Â	116,613	I		By Limited Liability Company
Common Shares, \$.0033 par value per share	Â	Â	Â	Â	Â	Â	11,616	I		By child
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	Â	6,000	D		Â
Series C Non-Cumulative Preferred Shares (non-convertible)	Â	Â	Â	Â	Â	Â	1,800	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 Underlying Security (Instr. 3 and 4)	Amount or Number of S
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 18.757	12/31/2014	Â	G	Â	87,389 (2)	Â (1)	02/23/2016	Common Shares, \$.0033 per share	87
Stock Option (right to buy)	\$ 18.757	12/31/2014	Â	G		87,389 (2)	Â (1)	02/23/2016	Common Shares, \$.0033 per share	87
Stock Option (right to buy)	\$ 18.757	12/31/2014	Â	G	Â	13,320 (3)	Â (1)	02/23/2016	Common Shares, \$.0033 per share	13
Stock Option	\$ 18.757	12/31/2014	Â	G		13,320 (3)	Â (1)	02/23/2016	Common Shares,	13

(right to
buy)\$.0033
per share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IORDANOU CONSTANTINE C/O ARCH CAPITAL GROUP LTD. WATERLOO HOUSE, 100 PITTS BAY ROAD PEMBROKE, D0 HM 08	X			Chairman, President & CEO

Signatures

/s/ Constantine
Iordanou

01/20/2015

**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 stock option became exercisable in three equal annual installments with the first installment being exercisable on February 23, 2007 and the second and third installments being exercisable on February 23, 2008 and February 23, 2009.
- On December 31, 2014, 87,389 stock options were distributed from the 2014 GRAT. Such options were previously reported as indirectly beneficially held by the 2014 GRAT. Following such distribution, the reporting person owns 87,389 stock options directly and 58,730 stock options indirectly by the 2014 GRAT.
- (2) On December 31, 2014, 13,320 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 129,682 stock options directly and 261,588 stock options indirectly by the 2010 GRAT.
- (3) On December 31, 2014, 13,320 stock options were distributed from the 2010 GRAT. Such options were previously reported as indirectly beneficially held by the 2010 GRAT. Following such distribution, the reporting person owns 129,682 stock options directly and 261,588 stock options indirectly by the 2010 GRAT.

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.