

ARCH CAPITAL GROUP LTD.

Form 4

February 27, 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 *
 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)
 02/23/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

 6. Individual or Joint/Group Filing(Check Applicable Line)
☒ 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	02/23/2017		M	15,750 A	\$ 23.707 201,338	I	By Company (1)
Common Shares, \$.0033 par value per share	02/23/2017		F(3)	3,949 (3) D	\$ 94.56 197,389	I	By Company (1)
Common Shares, \$.0033 par value per share	02/27/2017		S	8,000 D	\$ 93.91 (4) 189,389	I	By Company (1)
Common Shares,					32,881	D	

\$.0033 par value
per share

Common Shares,
\$.0033 par value
per share

Series C
Non-Cumulative
Preferred Shares
(non-convertible)

200

I

By
children

4,000

I

By
Company
(1)

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
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Appreciation Right	\$ 23.707	02/23/2017		M		15,750		<u>(2)</u>	05/11/2017	Common Shares, \$.0033 par value per share	15,750

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/ Preston
Hutchings

02/27/2017

 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) 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) The share appreciation right became exercisable in three equal annual installments, with the first installment becoming exercisable on May 11, 2008 and the next two installments on May 11, 2009 and May 11, 2010, subject to the applicable award agreement.
- (3) In connection with the exercise of a share appreciation right as described in Table II, 3,949 shares were disposed of in satisfaction of the exercise price; 11,801 net shares were issued.
- (4) Represents a weighted average sales price; the sales prices range from \$93.86 to \$93.96. 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.

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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