

ARCH CAPITAL GROUP LTD.

Form 4/A

November 18, 2013

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 *
IORDANOU CONSTANTINE

(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)
11/08/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/12/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares, \$.0033 par value per share	09/12/2013		G ⁽¹⁾	V 100 D \$ 0	455,555	D	
Common Shares, \$.0033 par value per share	11/08/2013		S ⁽⁵⁾	15,000 D \$ 58.3307 (2)	440,555	D	
Common Shares, \$.0033 par value per share					83,333	I	By Limited Liability Company

Common Shares, \$.0033 par value per share	116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	11,616	I	By child
Series C Non-Cumulative Preferred Shares (non-convertible)	6,000	D	
Series C Non-Cumulative Preferred Shares (non-convertible)	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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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 An Underlying Se (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Appreciation Right	\$ 19.293	10/28/2013		G ⁽⁴⁾	V		30,962	<u>(3)</u>	05/06/2019	Common Shares, \$.0033 par value per share	
Stock Appreciation Right	\$ 19.293	10/28/2013		G ⁽⁴⁾	V	30,962		<u>(3)</u>	05/06/2019	Common Shares, \$.0033 par value per share	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IORDANOU CONSTANTINE WATERLOO HOUSE, GROUND FLOOR 100 PITTS BAY ROAD PEMBROKE, D0 HM 08	X		Chairman, President & CEO	

Signatures

/s/ Constantine
Iordanou 11/18/2013

__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 bona fide gift.

(2) Represents a weighted average sales price; the sales prices range from \$58.30 to \$58.43. 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.

(3) The share appreciation right became exercisable in three equal annual installments on May 6, 2010, May 6, 2011 and May 6, 2012.

(4) On October 28, 2013, 30,962 share appreciation rights (SARs) were distributed from the GRAT. Such SARs were previously reported as indirectly beneficially held by the GRAT. Following such distribution, the reporting person owns 93,229 SARs and 21,521 SARs are indirectly owned by the GRAT.

In the Form 4 filed on November 12, 2013, in addition to this sale, the reporting person also reported the sale of 26,000 shares by the 2005 GRAT. In a corrective Form 5 filing on November 18, 2013, the reporting person reported that the GRAT expired on November 23, 2012 and that the shares held by the GRAT were equally distributed to trusts for the benefit of the reporting person's three daughters for which the reporting person is not a trustee. Accordingly, the sale by the trust shares on November 8, 2013 was not required to be reported; this corrective filing removes the sale of the 26,000 common shares from the filing.

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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