

IORDANOU CONSTANTINE
Form 4
March 06, 2009

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 *
IORDANOU 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. Date of Earliest Transaction
(Month/Day/Year)

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

WESSEX HOUSE, 4TH FLOOR, 45
REID STREET

03/04/2009

(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

HAMILTON, D0 HM 12

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Series A Non-Cumulative Preferred Shares (non-convertible)	03/04/2009		P		1,372 A \$ 16 7,872	D	
Series B Non-Cumulative Preferred Shares (non-convertible)	03/04/2009		P		2,466 A \$ 15.5 52,972	D	
Series A Non-Cumulative Preferred Shares	03/05/2009		P		2,649 A \$ 15.3 10,521	D	

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(non-convertible)

Common Shares, \$.01 par value per share	03/06/2009	G	V	100 ⁽³⁾	D	\$ 0	124,580	D	
Common Shares, \$.01 par value per share							129,415	I	By Limited Liability Company <u>(2)</u>
Series B Non-Cumulative Preferred Shares (non-convertible)							1,400	I	By spouse
Common Shares, \$.01 par value per share							11,850	I	By Trusts <u>(1)</u>
Common Shares, \$.01 par value per share							11,666	I	By children
Series B Non-Cumulative Preferred Shares (non-convertible)							3,000	I	By Trusts <u>(1)</u>

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

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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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
Stock Option	\$ 23.5			Code	V (A) (D)	Date Exercisable 01/01/2002 ⁽⁴⁾	Expiration Date 01/01/2012	Title Common Shares,	87,927 <u>(5)</u>

(right to buy)									\$.01 par value per share	
Stock Option (right to buy)	\$ 23.5					01/01/2002 ⁽⁴⁾	01/01/2012		Common Shares, \$.01 par value per share	312,073

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IORDANOU CONSTANTINE WESSEX HOUSE, 4TH FLOOR 45 REID STREET HAMILTON, D0 HM 12	X		President & CEO	

Signatures

/s/ Constantine Iordanou 03/06/2009

__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) These shares are held in irrevocable trusts for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
 - (2) The shares are owned by Mathiatis LLC, a limited liability company. The reporting person owns all of the membership interests in Mathiatis LLC and serves as its sole managing member.
 - (3) Represents a gift to a family member.
 - (4) The stock option became exercisable in three equal annual installments with the first installment being exercisable on January 1, 2002 and the second and third installments being exercisable on January 1, 2003 and January 1, 2004.
 - (5) 14,809 of the 87,927 stock options were previously reported as indirectly beneficially owned by a GRAT; as of December 31, 2008, the GRAT distributed 14,809 of such stock options to the reporting person and as a result, the reporting person directly owns 87,927 stock options.

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.