

IORDANOU CONSTANTINE  
Form 4/A  
December 02, 2011

**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)

Chairman, President & CEO

WESSEX HOUSE, 5TH FLOOR, 45  
REID STREET

12/05/2007

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/07/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, \$.0033 par value per share					343,245	I	By Limited Liability Company <sup>(1)</sup>
Common Shares, \$.0033 par value per share	05/23/2008		J		339,947	D	(2) 343,245 I By Limited Liability Company
Common Shares, \$.0033 par value	05/23/2008		G		3,298	D	(3) 343,245 I By Limited

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per share								Liability Company
Common Shares, \$.0033 par value per share	05/27/2009	G	2,356	A	(4)	343,245	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	06/07/2010	G	942	A	(5)	116,613	I	By Limited Liability Company
Common Shares, \$.0033 par value per share	11/30/2011	S	50,000 (7)	D	\$ 37.1735 (6)	372,045	D	
Series B Non-Cumulative Preferred Shares (non-convertible)						67,273.3862	I	By GRAT
Series A Non-Cumulative Preferred Shares (non-convertible)						11,224.4855	I	By GRAT
Series B Non-Cumulative Preferred Shares (non-convertible)						1,400	I	By spouse
Common Shares, \$.0033 par value per share						11,616 (8)	I	By child (8)

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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IORDANOU CONSTANTINE WESSEX HOUSE, 5TH FLOOR 45 REID STREET HAMILTON, D0 HM 12	X		Chairman, President & CEO	

## Signatures

/s/ Constantine  
Iordanou

12/02/2011

\_\_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 reporting person owns a 99% membership interest in Mathiatis LLC, a limited liability company of which he is the sole managing member. Prior ownership reports incorrectly reported that the reporting person owned 100% of the membership interests. Each of the reporting person's three children's irrevocable trusts own the remaining interest of approximately 1% in Mathiatis LLC.

(2) On May 23, 2008, the reporting person assigned an approximately 32.7% membership interest in Mathiatis LLC to each of his three children's irrevocable trusts. The trusts provided promissory notes in exchange for the assignment. On that date, the three irrevocable trusts held approximately 339,947 common shares.

(3) On May 23, 2008, the reporting person gifted an approximately 0.32% membership interest in Mathiatis LLC to the reporting person's 2008 GRAT.

(4) On May 27, 2009, the 2008 GRAT distributed an approximately 0.69% membership interest in Mathiatis LLC to the reporting person. The 2008 GRAT retained an approximate 0.27% membership interest in Mathiatis LLC.

(5) On June 7, 2010, the 2008 GRAT assigned to the reporting person its remaining membership interest in Mathiatis LLC. In addition, the reporting person no longer has a pecuniary interest in 226,632 common shares because the interest is owned by the reporting person's adult daughters who resides outside of his household.

(6) Represents a weighted average sale price; the sales prices range from \$37.1735 to \$37.2601. 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.

(7) The shares were sold in order to satisfy state and federal income tax obligations.

(8) The reporting person no longer has a reportable beneficial ownership interest in 11,616 common shares owned by one of his adult daughters.

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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