

Hutchings W Preston
Form 4
March 15, 2019

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
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(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)
03/14/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares, \$.0011 par value per share	03/14/2019		S		37,500	D	\$ 32.5539 (2)	585,260	I	By Company (1)
Common Shares, \$.0011 par value per share	03/14/2019		M		45,900	A	\$ 6.431	631,160	I	By Company (1)
	03/14/2019		F(4)		9,069	D	\$ 32.55	622,091	I	

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Common Shares, \$.0011 par value per share			By Company (1)
Common Shares, \$.0011 par value per share	62,216	D	
Common Shares, \$.0011 par value per share	600	I	By children

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Appreciation Right	\$ 6.431	03/14/2019		M		45,900		<u>(3)</u>	05/06/2019	Common Shares, \$.0011 par value per share	45,900

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP & Chief Investment Officer

Hutchings W Preston
WATERLOO HOUSE, GROUND FLOOR
100 PITTS BAY ROAD
PEMBROKE, D0 HM 08

Signatures

/s/ W. Preston
Hutchings

03/15/2019

__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) Represents a weighted average sale price; the sales prices range from \$32.50 to \$32.64. Upon request, the full 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, with the first installment became exercisable on May 6, 2010, and the next two May 6, 2011 and May 6, 2012, subject to the applicable award agreement.
- (4) In connection with the exercise of a share appreciation right as described in Table II, 9,069 shares were disposed of in satisfaction of the exercise price; 36,831 net shares were issued.

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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