BRAGIN WOLFE H

Form 4 May 11, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

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January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

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 * **BRAGIN WOLFE H**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ARCH CAPITAL GROUP LTD.

[ACGL]

(Middle)

(Zip)

(Check all applicable)

below)

X_ Director 10% Owner Officer (give title Other (specify

C/O ARCH CAPITAL GROUP LTD., 45 REID STREET, 5TH

FLOOR

(Last)

(City)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

05/09/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HAMILTON, D0 HM 12

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

(D)

(1)

Transaction(s) (Instr. 3 and 4) Price

34,518

Common

Shares, \$.0033 par

05/09/2012

Α 1,944 Α

Code V Amount

D

value per share

Common Shares,

\$.0033 par 05/09/2012

1,944 A Α (2) 36,462 D

value per share

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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 number.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9 |
|--|-------------|---------------------------------|---------------------|--------------------|-------------------|------------|---------------------|--------------------|------------|--------|-------------|---|
| | Derivative | Conversion or Exercise Price of | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | | Amount of | | Derivative | J |
| | Security | | | any | Code | of | (Month/Day/ | y/Year) | Under | lying | Security | , |
| | (Instr. 3) | | | (Month/Day/Year) | (Instr. 8) | Derivative | | | Securities | | (Instr. 5) |] |
| | | Derivative | | | Securities | | | (Instr. | 3 and 4) | | (| |
| | | Security | | | | Acquired | | | | | |] |
| | | • | | | | (A) or | | | | | |] |
| | | | | | | Disposed | | | | | | - |
| | | | | | | of (D) | | | | | | (|
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date Exercisable | Expiration Date | Title | or | | |
| | | | | | | | | | | Number | | |
| | | | | | | | | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BRAGIN WOLFE H C/O ARCH CAPITAL GROUP LTD. 45 REID STREET, 5TH FLOOR HAMILTON, D0 HM 12

X

Signatures

/s/ Wolfe H. Bragin

05/10/2012

**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 shares granted as part of the director-elected annual retainer for serving as a director of the Issuer.
- (2) Subject to the terms of the restricted share agreement, represents restricted shares that will vest on May 8, 2013.

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.

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