

McElroy David
Form 3/A
July 31, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

McElroy David
(Last) (First) (Middle)

300 PLAZA THREE, 3RD FLOOR

(Street)

JERSEY CITY, NJ 07311

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/25/2012

3. Issuer Name and Ticker or Trading Symbol
ARCH CAPITAL GROUP LTD. [ACGL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
Chairman & CEO Arch Insur Gr

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

07/25/2012

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Shares, \$.0033 par value per share 33,743 ⁽⁵⁾

D

^

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Common Shares, \$.0033 par value per share	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Right	Â (1)	06/08/2019		22,500	\$ 19.347	D	Â
Stock Appreciation Right	Â (2)	05/05/2020		13,500	\$ 25.01	D	Â
Stock Appreciation Right	Â (3)	05/06/2021		4,200	\$ 33.913	D	Â
Stock Appreciation Right	Â (4)	05/09/2022		2,400	\$ 38.58	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
McElroy David 300 PLAZA THREE, 3RD FLOOR JERSEY CITY,Â NJÂ 07311	Â	Â	Â Chairman & CEO Arch Insur Gr		Â

Signatures

/s/ David
McElroy

07/31/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 stock appreciation right became exercisable in three equal annual installments, with the first installment became exercisable on June 8, 2010 and the next two installments on June 8, 2011 and June 8, 2012.
- (2) The stock appreciation right will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 5, 2011 and the next two installments on May 5, 2012 and May 5, 2013.
- (3) The stock appreciation right will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 6, 2012 and the next two installments on May 6, 2013 and May 6, 2014.

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- (4) The stock appreciation right will become exercisable in three equal annual installments, with the first installment becoming exercisable on May 9, 2013 and the next two installments on May 9, 2014 and May 9, 2015.
- 4,500 of such shares are restricted and subject to vest on May 5, 2013; 2,800 of such shares are restricted and subject to vest in two equal
- (5) annual installments on May 6, 2013 and May 6, 2014; 2,400 of such shares are restricted and subject to vest in three equal annual installments on May 9, 2013, May 9, 2014 and May 9, 2015.

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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