

PASQUESI JOHN M
Form 4
May 16, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PASQUESI JOHN M

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)
05/12/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

C/O OTTER CAPITAL LLC, 755
PAGE MILL ROAD

(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

PALO ALTO, CA 94304

(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, \$.01 par value per share | 05/12/2011 | | M | | 900,000 ⁽⁵⁾ | A | \$ 6.667 |
| | | | | | 936,744 ⁽⁵⁾ | D | |
| Common Shares, \$.01 par value per share | 05/12/2001 | | F | | 172,225 ⁽³⁾ | D | \$ 34.84 |
| | | | | | 764,519 | D | |
| | 05/13/2011 | | S | | 446,513 | D | |
| | | | | | 318,006 | D | |

| | | | |
|--|-----------------------------|---|--|
| Common Shares, \$.01 par value per share | \$ 34.2944 <u>(4)</u> | | |
| Common Shares, \$.01 par value per share | 1,152,804 <u>(5)</u> | I | By Limited Liability Company <u>(1)</u> |
| Common Shares, \$.01 par value per share | 62,211 <u>(5)</u> | I | By Trust <u>(2)</u> |

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)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (right to buy) | \$ 6.667 | 05/12/2011 | | M | 900,000 | 10/23/2002 10/23/2011 | Common Shares, \$.01 par value per share 900,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------|
| | Director | 10% Owner | Officer | Other |
| PASQUESI JOHN M C/O OTTER CAPITAL LLC 755 PAGE MILL ROAD | X | | | Vice Chairman |

PALO ALTO, CA 94304

Signatures

/s/ John M.

05/16/2011

Pasquesi

__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 security holder is Otter Capital LLC, for which Mr. Pasquesi serves as managing member. All indicated securities are included because of his affiliation with Otter Capital LLC.
- (2) The reporting person contributed his directly owned shares of the company to a revocable trust. The reporting person and his spouse are the trustees.
- (3) On May 12, 2011, the reporting person exercised 900,000 stock options and, under the net settlement provisions of the applicable stock option agreement, 172,225 common shares were withheld in payment of the exercise price.
- (4) Represents a weighted average sales price; the sales prices range from \$34.2621 to \$34.6863. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission or a security holder of the issuer.
- (5) The amount of common shares includes common shares acquired in connection with a 3-for-one share split effectuated by Arch Capital Group Ltd. on May 11, 2011.

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.