Argo Group International Holdings, Ltd.

Form 4

Stock

February 23, 2016

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  Separate of Reporting Person 2 (Check III) Argo Group International Holdings, Ltd. [AGII]  Law (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (21/21/2016 Street) 1. Name and Address of Reporting Person 2 (21/21/2016 Street) 1. Table I - Non-Derivative Securities Acquired. Applicable Line) 7. Name and Address of Reporting Person 2 (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Instr. 4) (Instr	FORM	1 4									APPROVAL		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  SECURITIES  SECURITIES  SECURITIES  Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).  (Print or Type Responses)  1. Name and Address of Reporting Person   Symbol  Argo Group International Holdings, Ltd. [AGII]  (Last) (First) (Middle)  Argo Group International Holdings, Ltd. [AGII]  (Check all applicable)  (Check all applicable)  (Check all applicable)  (Check all applicable)  Argo Group International Holdings, Ltd. [AGII]  (Check all applicable)  (Check all applicable and Check all a	Washington, D.C. 20549								CIVID	.: 3235-0287			
Subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940  1(b).  (Print or Type Responses)  1. Name and Address of Reporting Person 2 Symbol Argo Group International Holdings, Lucil. [AGII]  (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  ARGO GROUP INTERNATIONAL O221/2016  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  PEMBROKE, HM 08, DO  (City) (State) (Zap) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3, and 4) (Instr. 3) (Instr. 3 and 4) (Instr. 4) (Instr. 3) (Instr. 3 and 4) (Instr. 4		ner		_ ~	. ~ ~ ~		Expires:						
Form 5 obligations may continue. See Instruction 17(a) of the Public Utility Holding Company 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	subject to Section 1	51A1EN 16.	F CHAN			CIA.	LOW	NERSHIP OF	Estimated burden he	nated average en hours per			
1. Name and Address of Reporting Person 2 Symbol WATSON MARK E III    Argo Group International Holdings   Ltd. [AGII]	Form 5 obligations may continue. See Instruction  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												
WATSON MARK E III    Argo Group International Holdings, Ltd. [AGII]	(Print or Type l	Responses)											
Clast   (First   (Middle)   3. Date of Earliest Transaction (Month/Day/Year)   O2/21/2016   Other (specify below)   Other (s	WATSON MARK E III Symbol Argo Gr												
ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD    Street   Str					_	mationai	Hoia	ings,	(Check all applicable)				
ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Filed(Month/Day/Year)  (City)  (State)  (Zip)  Table 1 - Non-Derivative Securities Acquired Security (Instr. 3)  (Month/Day/Year)  (Month/D									X Officer (give title Other (specify				
PEMBROKE, HM 08, D0  (City)  (State)  (Month/Day/Year)  (Instr. 3)  (Month/Day/Year)  (Instr. 3)  (Month/Day/Year)  (Month-Day/Year)  (Month-Day/Ye	HOLDINGS			02/21/2	016					· · · · · · · · · · · · · · · · · · ·	O		
City   (State)   (Zip)   Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									Applicable Line)				
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 4)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3)  2. A. Securities Acquired Securities Acquired Securities (Ownership Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4)  (Instr. 4)  2. Transaction Date (Month/Day/Year) (Instr. 3)  2. A. A. Securities Acquired S	PEMBROK	E, HM 08, D0							Form filed by				
Security (Instr. 3)  (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Code (D)   Beneficially (Month/Day/Year)   (Instr. 8) (Instr. 3, 4 and 5)   Owned (D) or Ownership Following Reported (Instr. 4)   (Instr. 3 and 4)    Common Stock   O2/21/2016   A   12,316   A   \$0   512,791   D    Beneficially Form: Direct Beneficial (D) or Ownership Following Reported (Instr. 4)    (Instr. 3)   A   12,316   A   \$0   512,791   D    By Mark and AnaPaula	(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed	of, or Benefic	ially Owned		
Common Stock	Security	Security (Month/Day/Year) Execution Date, if (Instr. 3) any		n Date, if	Transactio Code	on(A) or Dis (D)	posed and 5	of	Securities Beneficially Owned Following Reported  (1)	Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership		
Stock 02/21/2016 A 12,316 A \$ 0 512,791 D  By Mark and AnaPaula	Common				Code V	Amount		Price	(Instr. 3 and 4)				
and AnaPaula		02/21/2016			A	12,316	A	\$0	512,791	D			
	Common								8.200	ī	and		

8,200

I

Watson

2012 Irrevocable Trust

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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.

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		actionDerivative Expiration Date Securities (Month/Day/Year)  8 Acquired (A) or Disposed of (D)		ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code `		and 5)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights	\$ 47.88 (2)	02/21/2016		A		70,210		<u>(1)</u>	02/25/2022	Common Stock	70,21

## **Reporting Owners**

Reporting Owner Name / Address		Relationships							
topolong o man man , man top	Director	10% Owner	Officer	Other					
WATSON MARK E III ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 110 PITTS BAY ROAD PEMBROKE, HM 08, D0	X		President and CEO						

## **Signatures**

/s/ Craig S. Comeaux, attorney-in-fact

02/23/2016

\*\*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 stock appreciation rights vest in four equal annual installments, with the first installment on February 25, 2016.
- (2) Includes the effect of an adjustment for Argo Group's 10% stock dividend paid on March 16, 2015.

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.

Reporting Owners 2