

Argo Group International Holdings, Ltd.
Form 4
September 23, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
REHNBERG KEVIN JAMES

2. Issuer Name and Ticker or Trading Symbol
Argo Group International Holdings, Ltd. [AGII]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2016

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
President, U.S. Operations

(Street)
PEMBROKE, HM 08, D0

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

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/22/2016		M		14,109	A	\$ 30.12	30,238	D	
Common Stock	09/22/2016		M		14,384	A	\$ 36.71	44,622	D	
Common Stock	09/22/2016		M		11,947	A	\$ 43.53	56,569	D	
Common Stock	09/22/2016		D		40,440	D	\$ 56.89	16,129	D	
	09/23/2016		P		8,543	A		24,672	D	

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).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.09 to \$56.3825, inclusive. The reporting person undertakes to provide to Argo Group International Holdings, Ltd., any security holder of
- (1) Argo Group International Holdings, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.
 - (2) Includes the effect of an adjustment for Argo Group's 10% stock dividend paid on June 15, 2016.
 - (3) The stock appreciation rights vest in four equal installments, with the first installment on March 15, 2014.
 - (4) The stock appreciation rights vest in four equal installments, with the first installment on March 14, 2015.
 - (5) The stock appreciation rights vest in four equal installments, with the first installment on February 25, 2016.

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.