Argo Group International Holdings, Ltd.

Form 4

Stock

Stock

Stock

Stock

Common

Common

Common

09/22/2016

09/22/2016

09/22/2016

09/23/2016

September 23, 2016

September 2	23, 2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL			
								OMB Number:	3235-0287		
Check the character of	nger to STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							Expires: Estimated a	January 31, 2005 verage	
Form 4	Section 16. SECURITIES Form 4 or									rs per 0.5	
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 * 2. Issue REHNBERG KEVIN JAMES Symbol				er Name an	d Ticker of	r Tradi	5	5. Relationship of Reporting Person(s) to Issuer			
				Group Inte	ernationa	l Hole	dings,	(Check all applicable)			
				of Earliest Transaction /Day/Year)				DirectorX Officer (give	Owner er (specify		
	OUP INTERNAT SS, LTD., 110 PIT		09/22/2	2016			'	below) President	below) t, U.S. Operation	ons	
				mendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PEMBRO	KE, HM 08, D0							Form filed by Moreon			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secui	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (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)	
Common Stock	09/22/2016			M	14,109	A	\$ 30.12	30,238	D		

M

M

D

P

14,384 A

11,947 A

40,440 D

A

8,543

\$ 36.71

\$ 43.53

\$ 56.89

44,622

56,569

16,129

24,672

D

D

D

D

Common \$
Stock 56.2065

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

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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 or 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Appreciation Rights	\$ 30.12 (2)	09/22/2016		M	14,109	(3)	03/15/2020	Common Stock	14,10
Stock Appreciation Rights	\$ 36.71 (2)	09/22/2016		M	14,384	<u>(4)</u>	03/14/2021	Common Stock	14,38
Stock Appreciation Rights	\$ 43.53 (2)	09/22/2016		M	11,947	<u>(5)</u>	02/25/2022	Common Stock	11,94

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

REHNBERG KEVIN JAMES ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 110 PITTS BAY ROAD PEMBROKE, HM 08, D0

President, U.S. Operations

Signatures

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

09/23/2016 Date

**Signature of Reporting Person

Reporting Owners 2

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.