

ARCH CAPITAL GROUP LTD.

Form 4

May 15, 2007

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 *
BUNCE JOHN L JR

(Last) (First) (Middle)

HELLMAN & FRIEDMAN
LLC, ONE MARITIME PLAZA
12TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Beneficial Ownership (Instr. 4) |
|--|---|---|---|--|--|--|---|
| Common Shares, \$.01 par value per share | 05/11/2007 | | A | 492 ⁽¹⁾ | A ⁽¹⁾ | 146,576 ⁽²⁾ ⁽³⁾ ⁽⁴⁾ | D |
| Common Shares, \$.01 par value per share | 05/15/2007 | | J | 82,932 | A ⁽⁵⁾ | 229,508 ⁽³⁾ ⁽⁴⁾ ⁽⁶⁾ | D |

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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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUNCE JOHN L JR
HELLMAN & FRIEDMAN LLC
ONE MARITIME PLAZA 12TH FLOOR
SAN FRANCISCO, CA 94111

X

Signatures

/s/ Louis T. Petrillo,
Attorney-in-Fact

05/15/2007

__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).

- Subject to the terms of the restricted share agreement, this represents restricted shares that will vest on May 10, 2008 which were granted
- (1) as part of the director-elected annual retainer for serving as a director of the Issuer. Mr. Bunce disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, as more fully described in footnotes 2, 3 and 6.
 - (2) Includes 139,083 common shares owned directly by Mr. Bunce. Amount also includes 7,493 common shares, which are held by Mr. Bunce proportionately for the benefit of the entities listed in footnote 3.
 - (3) The 7,493 restricted Common Shares described in footnote 2, as well as 3,300 options to acquire Common Shares, are held by Mr. Bunce for the benefit of HFCP IV (Bermuda) L.P., H&F International Partners IV-A (Bermuda), L.P., H&F International Partners IV-B (Bermuda), L.P. and H&F Executive Fund IV (Bermuda), L.P. (collectively, the "Partnerships"). H&F Investors IV (Bermuda), L.P.

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("H&F Investors IV") is the sole general partner of the Partnerships. H&F Corporate Investors IV (Bermuda), Ltd. ("H&F Corporate Investors") is the sole general partner of the H&F Investors IV. A five member investment Committee of H&F Corporate Investors has investment discretion over the securities.

- (4) Mr. Bunce serves as a senior advisor to Hellman & Friedman LLC, an affiliate of H&F Corporate Investors, and is a 9.9% shareholder of H&F Corporate Investors.

- On May 15, 2007, the Partnerships distributed 4,674,022 Common Shares to their respective limited partners in accordance with the applicable partnership agreements of the Partnerships. In connection with this distribution, Mr. Bunce received 82,932 Common Shares which are owned directly by Mr. Bunce.
- (5)

- (6) Includes 222,015 common shares owned directly by Mr. Bunce. Amount also includes 7,493 common shares, which are held by Mr. Bunce proportionately for the benefit of the entities listed in footnote 3.

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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