

ARCH CAPITAL GROUP LTD.

Form 4

November 07, 2008

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
INGREY PAUL B

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)

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

WESSEX HOUSE, 4TH FLOOR, 45
REID STREET

11/06/2008

Chairman of the Board

(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

HAMILTON, D0 HM 12

(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 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	11/06/2008		M	50,000	A \$ 20	234,565	D
Common Shares, \$.01 par value per share	11/06/2008		S	22,400	D \$ (2) 60.72	212,165	D
	11/06/2008		S	16,200	D	195,965	D

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Common Shares, \$.01 par value per share					\$ 61.38 (3)		
Common Shares, \$.01 par value per share	11/06/2008	S	9,400	D	\$ 62.65 (4)	186,565	D
Common Shares, \$.01 par value per share	11/06/2008	S	2,000	D	\$ 63.07 (5)	184,565	D
Common Shares, \$.01 par value per share	11/07/2008	M	50,000	A	\$ 20	234,565	D
Common Shares, \$.01 par value per share	11/07/2008	S	1,300	D	\$ 59.93 (6)	233,265	D
Common Shares, \$.01 par value per share	11/07/2008	S	33,001	D	\$ 60.49 (7)	200,264	D
Common Shares, \$.01 par value per share	11/07/2008	S	15,699	D	\$ 61.17 (8)	184,565	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 20	11/06/2008	M		50,000		<u>(1)</u>	10/23/2013	Common Shares, \$.01 par value per share	50,000
Stock Option (right to buy)	\$ 20	11/07/2008	M		50,000		<u>(1)</u>	10/23/2013	Common Shares, \$.01 par value per share	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INGREY PAUL B WESSEX HOUSE, 4TH FLOOR 45 REID STREET HAMILTON, D0 HM 12	X			Chairman of the Board

Signatures

Louis Petrillo Attorney
in fact

11/07/2008

 **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 option became fully exercisable on October 23, 2003.
- (2) Represents a weighted average sale price; the sales prices ranged from \$60.32 to \$60.99. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (3) Represents a weighted average sale price; the sales prices ranged from \$61 to \$61.98. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (4) Represents a weighted average sale price; the sales prices ranged from \$62 to \$62.98. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (5) Represents a weighted average sale price; the sales prices ranged from \$63.01 to \$63.16. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (6) Represents a weighted average sale price; the sales prices ranged from \$59.83 to \$59.95. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

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- (7) Represents a weighted average sale price; the sales prices ranged from \$60.02 to \$60.91. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.
- (8) Represents a weighted average sale price; the sales prices ranged from \$61.03 to \$61.34. Upon request, the full sale information regarding the number of shares sold at each price increment will be provided to the Commission, the issuer or a security holder of the issuer.

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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