**Section 1: 4 (FORM 4 SUBMISSION)**

**FORM 4**

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

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

(Please print or type responses)

1. Name and Address of Reporting Person
   WOODS GARY V
   ARGO GROUP INTERNATIONAL HOLDINGS, LTD., 110 PITTS BAY ROAD
   PEMBROKE, HM 08, D0

   (Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
   08/05/2014

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   __X__ Director
   _____ 10% Owner
   _____ Officer (give title below)
   _____ Other (specify below)

6. Individual or Joint/Group Filing
   (Check Applicable Line)
   _X_ 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**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Code</th>
<th>Date Exercisable or Expiration Date (Month/Day/Year)</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>A</td>
<td>08/05/2014</td>
<td>61</td>
<td>17,750</td>
</tr>
</tbody>
</table>

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.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Exercisable Date (Month/Day/Year)</th>
<th>Expiration Date (Month/Day/Year)</th>
<th>Number of Derivative Securities Beneficially Owned (Instr. 3, 4 and 5)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Units</td>
<td>(1)</td>
<td>08/05/2014</td>
<td>(1)</td>
<td>(1)</td>
<td>D</td>
<td>X</td>
</tr>
</tbody>
</table>

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WOODS GARY V</td>
<td>Director</td>
</tr>
<tr>
<td>ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 110 PITTS BAY ROAD PEMBROKE, HM 08, D0</td>
<td>10% Owner Officer Other</td>
</tr>
</tbody>
</table>

**Signatures**
Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


(1) Each stock unit is the economic equivalent of one share of Argo Group's common stock. The stock units become payable in cash at the time, or at a specified time after, the reporting person ceases to serve as an Argo Group director.

(2) The stock units reported hereunder are grants under the Argo Group International Holdings Limited Deferred Compensation Plan for Non-Employee Directors. The closing price of Argo Group's common stock on the date of this grant was $51.55.

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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