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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response...

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response...

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Owner Form</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Title of Security (Instr. 3)</td>
<td>2. Transaction Date (Month/Day/Year)</td>
<td>2A. Deemed Execution Date, if any (Month/Day/Year)</td>
<td>3. Transaction Code (Instr. 8)</td>
<td>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></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 (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Rights</td>
<td>$33.13</td>
<td>12/11/2015</td>
<td>M</td>
<td>13,992</td>
<td>03/15/2020</td>
<td>Common Stock</td>
<td>13,992</td>
<td>26,562</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Rights</td>
<td>$40.38</td>
<td>12/11/2015</td>
<td>M</td>
<td>13,077</td>
<td>03/14/2021</td>
<td>Common Stock</td>
<td>13,077</td>
<td>39,228</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Reporting Owners

Reporting Owner Name / Address

Relationships

<table>
<thead>
<tr>
<th></th>
<th>Director</th>
<th>10% Owner</th>
<th>Officer</th>
<th>Other</th>
</tr>
</thead>
</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.

SEC 1474 (9-02)
Signatures

/s/ Craig S. Comeaux, attorney-in-fact  12/15/2015

Explanation of Responses:

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


The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $60.09 to $60.6023, inclusive. The reporting person undertakes to provide to Argo Group International Holdings, Ltd., any security holder of 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.

(1) The stock appreciation rights vest in four equal annual installments, with the first installment on March 15, 2014.

(2) The stock appreciation rights vest in four equal annual installments, with the first installment on March 14, 2015.

(3) Includes the effect of an adjustment for Argo Group’s 10% stock dividend paid on March 16, 2015.

(4) Includes the effect of an adjustment for Argo Group’s 10% stock dividend paid on March 16, 2015.

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. (Back To Top)