**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

(Print or Type Responses)

1. Name and Address of Reporting Person -
   WATSON MARK E III

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

3. Date of Earliest Transaction (Month/Day/Year) -
   08/17/2016

4. 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 Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>08/17/2016</td>
<td></td>
<td>S</td>
<td>5,534 D</td>
<td>$55.18</td>
<td>569,269</td>
<td>D</td>
<td>By Mark and AnaPaula Watson 2012 Irrevocable Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>08/19/2016</td>
<td></td>
<td>S</td>
<td>4,964 D</td>
<td>$55.899</td>
<td>564,305</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td>9,020 I</td>
<td></td>
<td></td>
<td>I</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**

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</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>
</table>

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5
Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WATSON MARK E III</td>
<td>X</td>
</tr>
<tr>
<td>ARGO GROUP INTERNATIONAL HOLDINGS, LTD.</td>
<td>President and CEO</td>
</tr>
<tr>
<td>110 PITTS BAY ROAD</td>
<td></td>
</tr>
<tr>
<td>PEMBROKE, HM 08, D0</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

/s/ Craig S. Comeaux, attorney-in-fact 08/19/2016

Signature of Reporting Person Date

Explanation of Responses:

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


(1) Includes the effect of an adjustment for Argo Group's 10% stock dividend paid on June 15, 2016.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $55.899 to $55.905, 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 (2) to this Form 4.

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)