

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person	<u>*</u> 2	2. Issuer Name and Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Nealon Kathleen			Argo Group International Holdings, Ltd. [AGII]							1	0% Owner		
(Last) (First) (Middle)	3	3. Date of Earliest Transaction (MM/DD/YYYY)						Officer (giv	ve title below	(r)O	ther (specify	below)	
ARGO GROUP INTERNATION HOLDINGS, LTD., 110 PITTS E ROAD				8/4	4/201:	5							
(Street)	4	4. If A	mendmer	nt, Date C	Origina	l Filed (M	M/DD/YYYY	6. Individual	or Joint/G	roup Filing (Check Appl	icable Line)	
PEMBROKE, HM 08, D0 (City) (State) (Zip)								X Form filed by		rting Person One Reporting P	erson		
Tab	le I - Non-D) erivat	tive Secu	rities Ac	equired	d, Dispose	d of, or B	eneficially Own	ed				
1. Title of Security (Instr. 3)	2. Trans. Da	Exec		3. Trans. Co (Instr. 8)	0 (1	or Disposed of Instr. 3, 4 and	f (D)	5. Amount of Securit Following Reported (Instr. 3 and 4)				7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Table II - Derivati	ve Securitie	s Ben	eficially (Owned (e.g. , p	puts, calls	, warrants	s, options, conve	rtible sec	urities)			
Security Conversion or Exercise Price of Derivative Execution Date Date,				Securities A) or of (D)		6. Date Exercisable and Expiration Date		d Amount of Underlying e Security nd 4)	derlying Derivative scurity Security		Ownership Form of Derivative Security:	Beneficial	
Security	Code	e V	(A)	(D)	Date Exercisa	Expirati Date	On Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
Stock Units (1) 8/4/2015	A		22		<u>(1)</u>	<u>(1)</u>	Commo Stock	n 22	<u>(2)</u>	6332	D		

Explanation of Responses:

- (1) Each stock unit is the economic equivalent of one share of Argo Group's common stock. The stock units become payable in cash no later than December 31, 2017 or, if earlier, upon the occurrence of certain events, including 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 \$56.16.

Reporting Owners

Panarting Owner Name / Address		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Nealon Kathleen ARGO GROUP INTERNATIONAL HOLDINGS, LTD. 110 PITTS BAY ROAD PEMBROKE, HM 08, D0	X						

Signatures

/s/ Craig S. Comeaux, attorney-in-fact

**Signature of Reporting Person

B/5/2015

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.