

[] 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 *					2. Issuer Name <b>and</b> Ticker or Trading Symbol							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
JOSEPHSON MURAL R					Argo Group International Holdings, Ltd. [ AGII ]							X _ Director	,		0% Owner	
(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)							Officer (giv	e title below	)O	ther (specify	below)
ARGO GRO HOLDINGS, ROAD							8/4	4/201	5							
	(Str	eet)		4	4. If A	mendme	nt, Date (	Origina	al File	d (MM/I	OD/YYYY)	6. Individual o	or Joint/G	roup Filing (	Check Appl	icable Line)
PEMBROKE (City		,	ip)									X Form filed b		rting Person One Reporting P	erson	
			Table I	- Non-D	)eriva	tive Secu	ırities Ac	equire	d, Dis	posed	of, or Ben	eficially Owne	ed			
1. Title of Security (Instr. 3)				. Trans. Da	Date 2A. Deemed Execution Date, if any  Code  23. Trans. Co (Instr. 8)			(	r Disposed of (D) Fol			Amount of Securities Beneficially Owned llowing Reported Transaction(s) str. 3 and 4)				7. Nature of Indirect Beneficial Ownership (Instr. 4)
	Tab	le II - Der	ivative S	Securitie	s Ben	eficially	Owned (	[e.g.,]	puts, o	calls, w	varrants, (	options, conve	rtible sec	urities)		
(Instr. 3) or Pr	Conversion or Exercise Price of Derivative	3. Trans. Date	3A. Deeme Execution Date, if an	(Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and A Securities Un Derivative S (Instr. 3 and	derlying Derivativ security Security		9. Number of derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	Beneficial	
	ecurity			Code	e V	(A)	(D)	Date Exercisa		piration ite	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
Stock Units	<u>(1)</u>	8/4/2015		A		35		<u>(1)</u>	!	<u>(1)</u>	Common Stock	35	<u>(2)</u>	9894	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

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
JOSEPHSON MURAL R 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.