

Darwin Professional Underwriters Inc
 Form 4
 June 24, 2008

FORM 4

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

OMB APPROVAL

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

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 *
 Sills Stephen Jay

2. Issuer Name and Ticker or Trading Symbol
 Darwin Professional Underwriters Inc [DR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9 FARM SPRINGS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

FARMINGTON, CT 06032

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 06/06/2008 | 06/06/2008 | J ⁽¹⁾ | 21,386 | A ⁽¹⁾ 295,404 | D | |
| Common Stock | 06/06/2008 | 06/06/2008 | J ⁽¹⁾ | 21,386 | D ⁽¹⁾ 439,819 | I | By trusts ⁽²⁾ |
| Common Stock | 06/06/2008 ⁽³⁾ | ⁽³⁾ | J ⁽³⁾ | 1,000 | D ⁽³⁾ 0 | I | By child |
| Common Stock | 06/06/2008 ⁽³⁾ | ⁽³⁾ | J ⁽³⁾ | 900 | D ⁽³⁾ 0 | I | by child |
| Common Stock | 06/06/2008 ⁽³⁾ | ⁽³⁾ | J ⁽³⁾ | 1,050 | D ⁽³⁾ 0 | I | by Child |

| | | | |
|-----------------|-----|---|---------------------------------------------------|
| Common Stock | 900 | I | By reporting person as UTMA custodian |
|-----------------|-----|---|---------------------------------------------------|

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

| | | | | | | | |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|----------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sills Stephen Jay 9 FARM SPRINGS ROAD FARMINGTON, CT 06032 | X | | President and CEO | |

Signatures

Stephen J. Sills by Timothy J. Curry,
attorney-in-fact

06/24/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Represents a change in form of beneficial ownership from indirect to direct, through a transfer of shares out of Reporting Person's 2006 grantor annuity trust ("2006 GRAT") in accordance with the terms of the 2006 GRAT document. No change in reporting person's

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pecuniary interest in the transferred shares occurred as a result of this transaction.

- (2) Shares held by grantor trusts ("GRATs") established by the Reporting Person in 2006, 2007 and 2008.

Represents a change in status of shares of Common Stock owned by the Reporting Person's adult child. Previously, such shares had been

- (3) reported as beneficially owned, with the Reporting Person disclaiming beneficial ownership. Reporting person has no pecuniary interest, nor any voting control over such shares, and such shares will no longer be reported as beneficially owned.

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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