

Darwin Professional Underwriters Inc
 Form 4
 June 25, 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

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

FARMINGTON, CT 06032

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 | 06/19/2008 | 06/19/2008 | G | 19,819 | <u>(1)</u> 420,000 | I | By trusts <u>(2)</u> |
| Common Stock | 06/19/2008 | 06/19/2008 | J ⁽³⁾ | 6,606 | <u>(3)</u> 7,506 | I | By reporting person as custodian under UTMA account |
| Common Stock | | | | | 295,404 | D | |

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

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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
Date: 06/25/2008

__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).
- Transaction represents the aggregate liquidating distribution from the Reporting Person's 2006 grantor retained annuity trust (2006 GRAT), which was made in equal amounts (6,606 shares) to each of his three sons. One son is still a minor, and the distribution with respect to him was made to a UTMA account of which the Reporting Person is the custodian.
- (1) Owned by the Reporting Person's 2007 and 2008 grantor retained annuity trusts, respectively in the amounts of 240,000 shares and 180,000 shares.
 - (2) Represents a portion of the transfer from the Reporting Person's 2006 GRAT, which portion was transferred to the UTMA account for Grantor's son, of which Grantor is the custodian.
 - (3)

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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