Darwin Professional Underwriters Inc
Form 4
February 29, 2008

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Martin Paul Christopher

(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)
02/27/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
S.V.P. -- Chief Actuary

6. 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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2008		A		2,959	A	$ 22.56 (1)	89,094	D	

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. D Se (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options (right to buy)	$ 22.56 (2)	02/27/2008		A		8,830		(2)	02/27/2018	comon stock	8,830	
Employee Stock Options (right to buy)	$ 16							(3)	05/19/2016	common stock	7,228	
Employee Stock Options (right to buy)	$ 25.3							(4)	02/23/2017	comon stock	5,285	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Paul Christopher 9 FARM SPRINGS ROAD FARMINGTON, CT 06032			S.V.P. -- Chief Actuary	

Signatures

Paul C. Martin by Timothy J. Curry, attorney-in-fact	02/29/2008
**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) Restricted stock award granted under Issuer's Stock Incentive Plan; price represents mean value of the high and low trades on the NYSE on February 27, 2008, the grant date, as per Plan spefication. Award vests and shares become unrestricted as follows: 50% of shares at February 27, 2011, and remainder at February 27, 2012.

(2) Employee stock option, granted 02/27/2008, under the Issuer's Stock Incentive Plan (the "Plan") at a fair market value determined in accordance with the Plan of $22.56 per share. Exercisable up to an aggregate of 25% on or after 02/27/ 2009, up to an aggregate of 50% on or after 02/27/2010, up to an aggregate of 75% on or after 02/23/2011 and in its entirety on or after 02/23/2012, subject to expiration or forfeiture in accordance with the Plan.

(3) The option vests in four equal installments. 25% vested on May 19, 2007, and the remaining 75% vests in equal installments on May 19, 2008, 2009 and 2010, subject to acceleration and/or forfeiture in accordance with the Stock Option Agreement.

(4) Employee stock option, granted 02/23/2007, under the issuer's 2006 Stock Incentive Plan (the "Plan"). Exercisable up to an aggregate of 25% on or after 02/23/2008, up to an aggregate 50% on or after 02/23/2009, up to an aggregate 75% on or after 02/23/2010 and in its entirety on or after 02/23/2011, subject to expiration or forfeiture in accordance with the Plan.

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.