Darwin Professional Underwriters Inc Form 4

June 04, 2008

FORM 4

OMB APPROVAL

OMB 3235-0287 Number:

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5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Symbol

Inc [DR]

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Darwin Professional Underwriters

1(b).

(Print or Type Responses)

Sills Stephen Jay

1. Name and Address of Reporting Person *

(Last)	(First) (1		3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director _X_ Officer (give	e titleOth	6 Owner er (specify		
9 FARM SPRINGS ROAD		•	05/29/2008					below) President and CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
FARMING						Form filed by More than One Reporting Person					
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution D any (Month/Day	Date, if (3. Fransaction Code (Instr. 8)	4. Securitie n(A) or Disp (Instr. 3, 4 a	osed o	of (D)	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	05/29/2008	06/03/200	08	J <u>(1)</u>	180,000	D	(1)	274,018	D		
Common Stock								461,205	I	By trusts (2)	
Common Stock								1,000	I	By child (3)	
Common Stock								900	I	By child (3)	
Common Stock								900	I	By reporting person as	

UTMA custodian

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

(3)

Common Stock

1,050 I By child (3)

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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code \	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
0111 O. 1 T							

Sills Stephen Jay

9 FARM SPRINGS ROAD X President and CEO FARMINGTON, CT 06032

Signatures

Stephen J. Sills by Timothy J. Curry attorney-in-fact 06/05/2008

**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) Transaction being reported is the May 29, 2008 transfer of 180,000 shares of common stock, previously owned by the reporting person directly, in an exempt transaction under Rule 16a-13 to his 2008 GRAT. The reporting person is filing this report to reflect such change in

Reporting Owners 2

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form of ownership, being an increase of 180,000 shares owned by the reporting person indirectly through his 2008 GRAT and a corresponding decrease of 180,000 shares owned by the reporting person directly.

- (2) Held by grantor annuity trusts (2006 GRAT, 2007 GRAT and 2008 GRAT), as to each of which the reporting person is the sole trustee.
- (3) Reporting person disclaims beneficial ownership of these shares.

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.