Darwin Professional Underwriters Inc Form 4 February 26, 2007

February 26, 20	07										
FORM 4	1									PPROVAL	
	Washington, D.C. 20549							OMB Number:	3235-0287		
Check this be if no longer subject to Section 16. Form 4 or	ENT OF C	CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Expires: Estimated a burden hou response	irs per		
Form 5 obligations may continue. See Instruction 1(b). 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 Resp	oonses)										
Rosen Mark Ira Symbo			mbol	Issuer Name and Ticker or Trading ubol rwin Professional Underwriters				5. Relationship of Reporting Person(s) to Issuer			
Dar Inc				101035101		1 // 110		(Check all applicable)			
(Last)		(M	Ionth/Da		nsaction			Director X Officer (give below)		6 Owner er (specify	
9 FARM SPRINGS ROAD 02/23/2			2123120	2007				S.V.PGeneral Counsel			
	(Street)			dment, Dat h/Day/Year)	e Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0			
FARMINGTO	N, CT 0								Iore than One Re		
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		Date, if	Code (D)			SecuritiesIBeneficially()OwnedIFollowing()	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common 02 Stock 02	2/23/2007			А	6,188 (1)	A	\$ 25.3 (1)	116,688 <u>(2)</u>	D		
Common Stock								600 <u>(3)</u>	I	By child (4)	

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

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.3 <u>(5)</u>	02/23/2007		А	15,319	(5)	02/23/2017	common stock	15,319
Employeee Stock Option (right to buy)	\$ 16					<u>(7)</u>	05/19/2016	common stock	21,683

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Rosen Mark Ira 9 FARM SPRINGS ROAD FARMINGTON, CT 0			S.V.PGeneral Counsel					
Signatures								
Mark I. Rosen, by Timothy J. Cattorney-in-fact	Curry,		02/27/2007					
<u>**</u> Signature of Reporting P	erson		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 2006 Stock Incentive Plan; price represents mean value of the high and low trades on the NYSE Arca exchange on February 23, 2007, the grant date, as per Plan spefication.
- (2) Amount reflects the effect of a 33-for-2 stock split that became effective on May 19, 2006, the initial public offering date of the issuer's common stock (the "stock split"). Pre-split amount shown as 6696.97 shares in prior filing, now represents 110,500 post-split shares.
- (3) Amount reflects the effect of a 33-for-2 stock split that became effective on May 19, 2006, the initial public offering date of the issuer's common stock (the "stock split"). Pre-split amount shown as 36.36 shares in prior filing, now represents 600 post-split shares.
- (4) Reporting person disclaims beneficial ownership of these shares.

Reporting Owners

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Employee stock option, granted 02/23/2007, under the issuer's 2006 Stock Incentive Plan (the "Plan") at a fair market value determined in accordance with the Plan of \$25.30 per share. Exercisable up to an aggregate of 25% on or after 02/23/2008, up to an aggregate 50% on

- (5) accordance with the Plan of \$25.50 per share. Exercisable up to an aggregate of 25% on or after 02/23/2008, up to an aggregate 50% on or after 02/23/2011, subject to expiration or forfeiture in accordance with the Plan.
- (6) Amount reflects the effect of a 33-for-2 stock split that became effective on May 19, 2006, the initial public offering date of the issuer's common stock (the "stock split"). Pre-split amount shown as 1314.12 shares in prior filing, now represents 21,683 post-split shares.
- (7) The option vests in four equal installments on May 19, 2007, 2008, 2009 and 2010, subject to stockholder approval at the 2007 Annual Meeting.

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.