Darwin Professional Underwriters Inc

Form 4 February 26, 2007

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF CHANGES IN BURNERSHIP OF CHANGES IN BURNERSHIP OF CHANGES IN BURNERSHIP OWNERSHIP OF CHANGES IN BURNERSHIP OWNERSHIP O

Expires: January 31, 2005

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response...

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

1(b).

Common

Common

Stock

Stock

02/23/2007

(Print or Type Responses)

1. Name and A Rosen Marl	Address of Reporting P k Ira	erson * 2. Issue Symbol	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) (M	,	3. Date of Earliest Transaction Director 10% (Month/Day/Year) Officer (give title Other)			Owner er (specify		
9 FARM SI	PRINGS ROAD		02/23/2007			below) below) S.V.PGeneral Counsel		
	(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	TON, CT 0						More than One Re	
(City)	(State) (Z	Zip) Tab	le I - Non-D	erivative S	Securities Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or Di (D) (Instr. 3,	4 and 5) (A) or	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 o Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D) Price	*		

6,188

(1)

A

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)

116,688 (2)

 $600 \frac{(3)}{}$

D

I

\$

(1)

25.3

By child (4)

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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. Transactic 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 (5)	02/23/2007		A	15,319	<u>(5)</u>	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	porting Owner Name / Address			
	Director	10% Owner	Officer	Other

Rosen Mark Ira

9 FARM SPRINGS ROAD S.V.P.--General Counsel

FARMINGTON, CT 0

Signatures

Mark I. Rosen, by Timothy J. Curry, attorney-in-fact 02/27/2007

**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 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 2

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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 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.
- (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.