Darwin Professional Underwriters Inc Form 4

May 08, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

if no longer

Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ben-Zvi Phillip Norman

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Darwin Professional Underwriters

(Check all applicable)

Inc [DR]

(Last)

(Middle)

3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 05/07/2007

9 FARM SPRINGS ROAD (Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FARMINGTON, CT 06032

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities

8. Price Derivat Security

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year	r) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)		(Instr. 5	
			Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units	<u>(1)</u>	05/07/2007	A	1,529	<u>(1)</u>	<u>(1)</u>	common stock	1,529 (1)	(1)
Share Units	<u>(1)</u>				<u>(1)</u>	<u>(1)</u>	common stock	5,000 (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting O William P. Trum Coo	Director	10% Owner	Officer	Other			
Ben-Zvi Phillip Norman 9 FARM SPRINGS ROAD FARMINGTON, CT 06032	X						

Signatures

Phillip N. Ben-Zvi, by Timothy J. Curry attorney-in-fact

**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).

The share units were credited under the Stock and Unit Plan for Non-employee Directors (the "Plan") of Darwin Professional Underwriters, Inc. (the "Company") and will be paid in shares of the Company's common stock (the "Common Stock") based upon the

- (1) Fair Market Value (as defined in the Plan) of the Common Stock on the earlier or (i) first business day of the sixth calendar year following the crediting of the share units, or (ii) the date the reporting person ceases to be a member of the Company's Board of Directors, or (iii) a "change of control" as defined in the Plan.
- (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").

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.

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