

Darwin Professional Underwriters Inc
 Form 4
 June 24, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Sills Stephen Jay

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) (Middle)
 9 FARM SPRINGS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/06/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

FARMINGTON, CT 06032

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/06/2008	06/06/2008	J ⁽¹⁾		21,386	A ₍₁₎	(1)	295,404	D	
Common Stock	06/06/2008	06/06/2008	J ⁽¹⁾		21,386	D ₍₁₎	(1)	439,819	I	By trusts ⁽²⁾
Common Stock	06/06/2008 ⁽³⁾	⁽³⁾	J ⁽³⁾		1,000	D ₍₃₎	(3)	0	I	By child
Common Stock	06/06/2008 ⁽³⁾	⁽³⁾	J ⁽³⁾		900	D ₍₃₎	(3)	0	I	by child
Common Stock	06/06/2008 ⁽³⁾	⁽³⁾	J ⁽³⁾		1,050	D ₍₃₎	(3)	0	I	by Child

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pecuniary interest in the transferred shares occurred as a result of this transaction.

- (2) Shares held by grantor trusts ("GRATs") established by the Reporting Person in 2006, 2007 and 2008.

Represents a change in status of shares of Common Stock owned by the Reporting Person's adult child. Previously, such shares had been

- (3) reported as beneficially owned, with the Reporting Person disclaiming beneficial ownership. Reporting person has no pecuniary interest, nor any voting control over such shares, and such shares will no longer be reported as beneficially owned.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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