

Darwin Professional Underwriters Inc  
 Form 4  
 January 26, 2007

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**DEUTSCH ROBERT V**

(Last) (First) (Middle)  
 9 FARM SPRINGS ROAD, 2D  
 FLOOR -DARWIN  
 (Street)

FARMINGTON, CT 06032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Darwin Professional Underwriters Inc [DR]

3. Date of Earliest Transaction (Month/Day/Year)  
 01/25/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/25/2007		D <sup>(1)</sup>	900 D <u>2</u>	60,100 <sup>(3)</sup>	D	

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)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)
Share Units	(4)	01/25/2007		D(5)	956	(6) (6)	common stock 956	(2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEUTSCH ROBERT V 9 FARM SPRINGS ROAD 2D FLOOR -DARWIN FARMINGTON, CT 06032		X		

## Signatures

Robert V. Deutsch by Timothy J. Curry  
attorney-in-fact

01/26/2007

\_\_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) Partial forfeiture of restricted award under Stock and Unit Plan for Nonemployee Directors, pursuant to Board action following reporting person's resignation from the Board of Directors.
- (2) Not applicable.
- (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").
- (4) 1-for-1
- (5) Pro-rata forfeiture of share units under Stock and Unit Plan for Nonemployee Directors, pursuant to Board action following reporting person's resignation from the Board.
- (6) The share units were credited under the Issuer's Stock and Unit Plan for Non-employee Directors (the "Plan") and may be paid in shares of Issuer common stock based upon the fair market value of such common stock on the first business day following the earlier of (1) the date that is five calendar years following the calendar year in which the reporting person's fees were originally converted to share units, and (ii) the date the reporting person cease to be a member of the Issuer's Board of Directors or a "change of control" as defined in the Plan.

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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