

Darwin Professional Underwriters Inc
 Form 4
 February 29, 2008

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 *
 Martin Paul Christopher

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)
 02/27/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 S.V.P. -- Chief Actuary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/27/2008 | | A | | 2,959 | A | 22.56 |
| | | | | | | | \$ 89,094 |
| | | | | | | | (1) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (right to buy) | \$ 22.56 (2) | 02/27/2008 | | A | 8,830 | (2) 02/27/2018 | comon stock | 8,830 |
| Employee Stock Options (right to buy) | \$ 16 | | | | | (3) 05/19/2016 | common stock | 7,228 |
| Employee Stock Options (right to buy) | \$ 25.3 | | | | | (4) 02/23/2017 | comon stock | 5,285 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Martin Paul Christopher 9 FARM SPRINGS ROAD FARMINGTON, CT 06032 | | | S.V.P. -- Chief Actuary | |

Signatures

Paul C. Martin by Timothy J. Curry,
attorney-in-fact

02/29/2008

**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).
- Restricted stock award granted under Issuer's Stock Incentive Plan; price represents mean value of the high and low trades on the NYSE
- (1) on February 27, 2008, the grant date, as per Plan specification. Award vests and shares become unrestricted as follows: 50% of shares at February 27, 2011, and remainder at February 27, 2012.

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- Employee stock option, granted 02/27/2008, under the Issuer's Stock Incentive Plan (the "Plan") at a fair market value determined in accordance with the Plan of \$22.56 per share. Exercisable up to an aggregate of 25% on or after 02/27/ 2009, up to an aggregate of 50% on or after 02/27/2010, up to an aggregate of 75% on or after 02/23/2011 and in its entirety on or after 02/23/2012, subject to expiration or forfeiture in accordance with the Plan.
- (2)
- (3) The option vests in four equal installments. 25% vested on May 19, 2007, and the remaining 75% vests in equal installments on May 19, 2008, 2009 and 2010, subject to acceleration and/or forfeiture in accordance with the Stock Option Agreement.
- Employee stock option, granted 02/23/2007, under the issuer's 2006 Stock Incentive Plan (the "Plan"). Exercisable up to an aggregate of
- (4) 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.

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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