Rosen Mark Ira Form 4 October 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number: 3235-0287

Expires: January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

(Print or Type Responses)

1 Name and Address of Departing D

1(b).

Common

Stock

10/20/2008

Rosen Mar	Symbo	l in Professio	onal Underwriters	Issuer (Check all applicable)				
(Last)	(First)		of Earliest To (Day/Year)	ransaction	DirectorX_ Officer (give	e titleOthe	Owner er (specify	
9 FARM SPRINGS ROAD			/2008		below) below) S.V.PGeneral Counsel			
	4. If A	mendment, Da	ate Original	6. Individual or Joint/Group Filing(Check				
FARMING	TON, CT 0	Filed(N	Ionth/Day/Year	r)	Applicable Line) _X_ Form filed by 0 Form filed by N Person	1 0		
(City)	(State)	(Zip) Ta	ıble I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year) Execution Date, i	f Transacti	on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Yea	r) (Instr. 8)		Owned	Indirect (I)	Ownership	
					Following	(Instr. 4)	(Instr. 4)	

Code V

 $D^{(1)}$

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

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SEC 1474

(9-02)

Reported

Transaction(s)

(Instr. 3 and 4)

D

(A)

or

(D)

D

Price

\$ 32 0

Amount

121,156

(2)

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)	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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock options	\$ 22.56	10/20/2008		D	13,334	(3)	02/27/2018	common stock	13,334
employee stock options	\$ 25.3	10/20/2008		D	15,319	<u>(5)</u>	02/23/2017	common stock	15,319
employee stock options	\$ 16	10/20/2008		D	21,683	<u>(6)</u>	05/19/2016	common stock	21,683

Reporting Owners

Reporting Owner Name / Address	Relationships
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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 10/21/2008

**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).
- Disposed of pursuant to the Agreement and Plan of Merger, dated as of June 27, 2008, by and among Darwin Professional

 Underwriters, Inc. (the "Company"), Allied World Assurance Company Holdings, Ltd and Allied World Merger Company (the "Merger Agreement"), in exchange for a cash payment of \$32.00 per share of the Company's common stock (the "Common Stock") held by the reporting person.
- Total includes restricted shares of Common Stock which were accelerated and converted into right to receive \$32.00 per share in cash pursuant to the Merger Agreement.
- These options, which provided for vesting in four equal installments beginning on 02/27/2008, were cancelled pursuant to the Merger Agreement in exchange for cash payment representing the difference between the exercise price and \$32.00 per share, the merger consideration under the Merger Agreement.
- (4) Employee stock options previously granted under the Company's 2006 Stock Incentive Plan (the "Plan"), exercisable at a fair market value determined in accordance with the Plan.

Reporting Owners 2

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- These options, which provided for vesting in four equal installments beginning on 02/23/2007, were cancelled pursuant to the Merger Agreement in exchange for cash payment representing the difference between the exercise price and \$32.00 per share, the merger consideration under the Merger Agreement.
- These options, which provided for vesting in four equal installments beginning on 05/19/2006, were cancelled pursuant to the Merger Agreement in exchange for cash payment representing the difference between the exercise price and \$32.00 per share, the merger consideration under the Merger Agreement.

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.