

Darwin Professional Underwriters Inc  
Form 4  
May 19, 2008

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Albro Robert Bruce

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)  
05/02/2008

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

FARMINGTON, CT 06032

(City) (State) (Zip)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(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  
information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of Deriva<br>Security |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------|

# Edgar Filing: Darwin Professional Underwriters Inc - Form 4

| (Instr. 3)     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Instr. 3) |     |                     |                    |                 |                                        |            |
|----------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|------------|-----|---------------------|--------------------|-----------------|----------------------------------------|------------|
|                |                                    |                  | Code       | V                                                                   | (A)        | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares | (Instr. 3) |
| Share<br>Units | (1)                                | 05/02/2008       | A          |                                                                     | 1,862      |     | (1)                 | (1)                | Common<br>Stock | 1,862                                  | (1)        |
| Share<br>Units | (1)                                |                  |            |                                                                     |            |     | (1)                 | (1)                | Common<br>Stock | 2,969                                  |            |
| Share<br>Units | (1)                                |                  |            |                                                                     |            |     | (1)                 | (1)                | Common<br>Stock | 1,816                                  |            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| Albro Robert Bruce<br>9 FARM SPRINGS ROAD<br>FARMINGTON, CT 06032 |               |           | X       |       |

## Signatures

R. Bruce Albro by Timothy J. Curry,  
attorney-in-fact

05/19/2008

\_\_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).

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.

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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