Darwin Professional Underwriters Inc Form 4

May 19, 2008

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 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(b).

(Last)

(City)

1. Name and Address of Reporting Person *

YOSKOWITZ IRVING B

(First) (Middle)

9 FARM SPRINGS ROAD, 2D

FLOOR

(Street)

(State)

FARMINGTON, CT 06032

2. Issuer Name and Ticker or Trading

Symbol

Darwin Professional Underwriters Inc [DR]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

Issuer

below)

X_ Director

Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

7. Nature of

10% Owner

Other (specify

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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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 Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Pric Underlying Securities Deriva

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Securities (Month/Day Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/	/Year) (Instr. 3 and		4)	Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Units	<u>(1)</u>	05/02/2008		A		3,332		<u>(1)</u>	<u>(1)</u>	Common stock	3,332	<u>(1</u>
Share Units	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Common Stock	4,135 (1)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
YOSKOWITZ IRVING B 9 FARM SPRINGS ROAD 2D FLOOR FARMINGTON, CT 06032	X						

Signatures

Irving B. Yoskowitz, by Timothy J. Curry 05/19/2008 attorney-in-fact **Signature of Reporting Person

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.

Date

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.

Reporting Owners 2