Asensio Robert John Form 4 October 21, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Form filed by More than One Reporting

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

obligations

1(b).

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Asensio Robert John Issuer Symbol **Darwin Professional Underwriters** (Check all applicable) Inc [DR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 9 FARM SPRINGS ROAD 10/20/2008 S.V.P. -- Chief Info. Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

FARMINGTON, CT 06032

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative S | ecurit | ies Acq | quired, Disposed | of, or Beneficial | ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 10/20/2008 | | D <u>(1)</u> | 94,287 (2) | D | \$ 32 | 0 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Person

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

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D

| 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. Transactic Code (Instr. 8) | 5. Number on 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 Option | \$ 25.62 | 10/20/2008 | | D | 8,503 | (3) | 05/02/2018 | common stock | 8,503 |
| Employee Stock Option | \$ 22.56 | 10/20/2008 | | D | 7,937 | <u>(5)</u> | 02/27/2018 | common stock | 7,937 |
| Employee Stock Option | \$ 25.3 | 10/20/2008 | | D | 4,215 | <u>(6)</u> | 02/23/2017 | common stock | 4,215 |

Reporting Owners

| Reporting Owner Name / Address | Keiauonsnips | | | | | |
|--------------------------------|--------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |

Asensio Robert John

9 FARM SPRINGS ROAD FARMINGTON, CT 06032

S.V.P. -- Chief Info. Officer

Signatures

Robert J. Asensio, 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 05/02/2009, 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.

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- 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.
- 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.
- 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.

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.