

Darwin Professional Underwriters Inc
 Form 5
 January 28, 2008

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Sills Stephen Jay

(Last) (First) (Middle)

9 FARM SPRINGS ROAD

(Street)

FARMINGTON, CT 06032

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Darwin Professional Underwriters Inc [DR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Reporting

(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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 07/30/2007 | ^ | J ⁽¹⁾ | 240,000 D | \$ ⁽¹⁾ 447,198 | D | ^ |
| Common Stock | 07/30/2007 | ^ | J ⁽¹⁾ | 240,000 A | \$ ⁽¹⁾ 281,205 | I | By trusts |
| Common Stock | ^ | ^ | ^ | ^ | ^ | I ⁽²⁾ | By child |
| Common Stock | ^ | ^ | ^ | ^ | ^ | I ⁽²⁾ | By child |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------|-------|---------------------------------------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 900 | I (2) | By reporting person as UTMA custodian |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 1,050 | I (2) | By child |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

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

| 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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sills Stephen Jay 9 FARM SPRINGS ROAD FARMINGTON, CT 06032 | ^ X | ^ | ^ President and CEO | ^ |

Signatures

Timothy J. Curry, under power of attorney for reporting person
 **Signature of Reporting Person
 01/25/2008
 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).
- (1) Since the reporting person's last report: 240,000 shares previously owned by the reporting person directly have been contributed, in an exempt transaction under Rule 16a-13, to his 2007 GRAT in July 2007. The reporting person is filing this report to reflect such changes in form of ownership, being an increase of 240,000 shares owned by the reporting person indirectly through his 2007 GRAT and a

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corresponding decrease of 240,000 shares owned by the reporting person directly.

(2) Reporting person disclaims beneficial ownership of these shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.