

Darwin Professional Underwriters Inc
 Form 4
 June 08, 2007

FORM 4

**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).

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. Name and Address of Reporting Person *
 Sills Stephen Jay

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)
 06/06/2007

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

FARMINGTON, CT 06032

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

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	06/06/2007	06/06/2007	J ⁽¹⁾	V 21,175 A \$ 0 ₍₁₎	687,078	D	
Common Stock	06/06/2007	06/06/2007	J ⁽¹⁾	V 21,175 D \$ 0 ₍₁₎	41,325 ⁽²⁾	I	By Trust ⁽³⁾
Common Stock					1,000	I	By Child ⁽⁴⁾
Common Stock					900	I	By Child ⁽⁴⁾
Common Stock					900	I	By reporting person as

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NOTE: the reporting person's prior Form 4, dated February 27, 2007, contained a typographical error and showed the GRAT's holding as

- (2) 65,200 shares instead of the correct holding, 62,500 shares. The amount shown in column 5 above represents the correct prior holding, 62,500 shares, less the transfer reported herein, 21,175 shares, for the current holding of 41,325 shares.
- (3) Held by a grantor annuity trust of which the reporting person is the sole trustee and beneficiary.
- (4) Reporting person disclaims beneficial ownership of these shares.

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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