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Form 4											
October 21, 2		UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-028 Number:	
Check thi if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er 6. Filed pur inue. Section 17(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							Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type R	Responses)										
			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) 10/20/2008				Director 10% Owner X Officer (give title Other (specify below) below) S.V.PGeneral Counsel				
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
FARMINGT	TON, CT 0							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-E	Derivative So	ecuriti	es Acqu	uired, 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)		n Date, if	3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)(Instr. 8)				Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common				Code V	Amount 121,156	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Stock	10/20/2008			D <u>(1)</u>	(<u>2</u>)	D	\$ 32	0	D		

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

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

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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)	Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 6. Date Exerv Expiration D (Month/Day/ (Month/Cay)) (Month/Cay/ (Month/Cay)) (Month/Cay) (Month/C		Date	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 options	\$ 22.56	10/20/2008		D	13,334	(3)	02/27/2018	common stock	13,334
employee stock options	\$ 25.3	10/20/2008		D	15,319	<u>(5)</u>	02/23/2017	common stock	15,319
employee stock options	\$ 16	10/20/2008		D	21,683	<u>(6)</u>	05/19/2016	common stock	21,683

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Rosen Mark Ira 9 FARM SPRINGS ROAD FARMINGTON, CT 0			S.V.PGeneral Counsel					
Signatures								
Mark I. Rosen, by Timothy J. Curry attorney-in-fact			10/21/2008					
**Signature of Reporting P	erson		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) 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 Agreeement"), 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.

(2) 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.

- (3) These options, which provided for vesting in four equal installments beginning on 02/27/2008, were cancelled pursuant to the
 (3) 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.
- (4) 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.

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(5) 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.

(6) These options, which provided for vesting in four equal installments beginning on 05/19/2006, 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.