

Darwin Professional Underwriters Inc
 Form 4
 August 14, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Asensio Robert John

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)
 08/10/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 S.V.P. -- Chief Info. Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/10/2007		S		9,300 <u>(1)</u>	D	\$ 22.0232 <u>(1)</u>
Common Stock	08/13/2007		S		7,600 <u>(2)</u>	D	\$ 22.2327 <u>(2)</u>

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 1474
 (9-02)

Edgar Filing: Darwin Professional Underwriters Inc - Form 4

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 08/14/2007

**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).
- (1) On August 10, 2007, Mr. Asensio sold a total of 9,300 shares of common stock of Darwin Professional Underwriters, Inc. in a series consisting of eight individual transactions, as follows: 300 shares at \$22.30 each; 100 shares at \$22.20 each; 100 shares at 22.16 each; 200 shares at 22.12 each; 400 shares at 22.09; 400 shares at 22.06 each; 600 shares at 22.01 each; and 7,200 shares at 22.00 each. The weighted average price per share for the August 10th sales was \$22.0232.
- (2) On August 13, 2007, Mr. Asensio sold a total of 7,600 shares of common stock of Darwin Professional Underwriters, Inc. in a series consisting of seventeen individual transactions, as follows: 300 shares at \$22.45; 200 shares at \$22.37; 500 shares at \$22.05; 2,100 shares at \$22.15; 500 shares at \$22.09; 200 shares at \$22.13; 100 shares at \$21.125; 700 shares at \$22.10; 400 shares @ \$22.07; 100 shares at \$22.06; 500 shares @ \$22.00; 100 shares @ \$22.42; 700 shares at \$22.43; 100 shares @ \$22.69; 100 shares at \$22.68; 698 shares at \$22.54; and 302 shares at \$22.58. The weighted average price per share for the August 23th sales was \$22.2327.

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.