

Newman David John
Form 4
May 23, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Newman David 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)
05/19/2006

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

FARMINGTON, CT 06032

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
____ 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)
Common Stock	05/19/2006		P	V Amount (A) or (D) Price 75.76 A \$ 264	7,575.76 ⁽¹⁾	D	
Common Stock	05/19/2006		P	272.73 A \$ 264	272.73 ⁽²⁾	I	By Spouse ⁽³⁾
Common Stock	05/19/2006		P	36.36 A \$ 264	36.36 ⁽⁴⁾	I	By Child ⁽³⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 264 ⁽⁵⁾	05/19/2006		A	656.55	⁽⁶⁾ 05/19/2016	Common Stock	656.55 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newman David John 9 FARM SPRINGS ROAD FARMINGTON, CT 06032			S.V.P-Chief UW Officer	

Signatures

Melanie Wilhelm
(attorney-in-fact) 05/23/2006

__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).

- Amount reflected does not give effect to a 33-for-two stock split that will be effective upon the completion of the initial public offering of
- (1) Darwin Professional Underwriters, Inc. (the "stock split"). After giving effect to the stock split, the amount would be 125,000 shares of Common Stock.
 - (2) Amount reflected does not give effect to the stock split. After giving effect to the stock split, the amount would be 4,500 shares of Common Stock.
 - (3) Reporting person disclaims beneficial ownership of these shares.
 - (4) Amount reflected does not give effect to the stock split. After giving effect to the stock split, the amount would be 600 shares of Common Stock.
 - (5) Amount reflected does not give effect to the stock split. After giving effect to the stock split, the share amount would be 10,833 shares of Common Stock, and the exercise price would be \$16 per share.

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(6) The options vest in four equal installments on May 19, 2007, 2008, 2009 and 2010.

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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