

Newman David John
 Form 4
 May 23, 2006

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 *
 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
 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/19/2006 | | P | | 75.76 | A | \$ 264 |
| | | | | | | | 7,575.76 ⁽¹⁾ |
| 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.

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | 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

⁽⁶⁾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) 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 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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