

Darwin Professional Underwriters Inc
 Form 4/A
 February 29, 2008

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 *
 Romano Paul Francis

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)
 02/27/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 S.V.P. --Underwrite/Distrib.

FARMINGTON, CT 06032
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/29/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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	02/27/2008		A		3,527 <u>(1)</u>	A	\$ 22.56 <u>(1)</u>
					174,071	D	

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

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SEC 1474 (9-02)

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

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Employee stock option, granted 02/27/2008, under the Issuer's Stock Incentive Plan (the "Plan") at a fair market value determined in accordance with the Plan of \$22.56 per share. Exercisable up to an aggregate of 25% on or after 02/27/ 2009, up to an aggregate of 50% on or after 02/27/2010, up to an aggregate of 75% on or after 02/23/2011 and in its entirety on or after 02/23/2012, subject to expiration or forfeiture in accordance with the Plan.

- (3) The option vests in four equal installments: 25% vested on May 19, 2007 and the remainder vests in 25% increments on May 19, 2008, 2009 and 2010, subject to acceleration or forfeiture under the Stock Option Agreement.

- (4) Employee stock option, granted 02/23/2007, under the issuer's 2006 Stock Incentive Plan (the "Plan") at a fair market value determined in accordance with the Plan of \$25.30 per share. Exercisable up to an aggregate of 25% on or after 02/23/2008, up to an aggregate 50% on or after 02/23/2009, up to an aggregate 75% on or after 02/23/2010 and in its entirety on or after 02/23/2011, subject to expiration or forfeiture in accordance with the Plan.

Remarks:

This Form 4/A is filed to correct the Form A filed earlier today (February 29, 2008) which mistated the common stock transaction.

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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