

Darwin Professional Underwriters Inc  
 Form 4  
 June 25, 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 \*  
 Sills Stephen Jay

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)  
 06/19/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

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

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

**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	06/19/2008	06/19/2008	G	19,819	<u>(1)</u> 420,000	I	By trusts <u>(2)</u>
Common Stock	06/19/2008	06/19/2008	J <sup>(3)</sup>	6,606	<u>(3)</u> 7,506	I	By reporting person as custodian under UTMA account
Common Stock					295,404	D	

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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)

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. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sills Stephen Jay 9 FARM SPRINGS ROAD FARMINGTON, CT 06032	X		President and CEO	

## Signatures

Stephen J. Sills, by Timothy J. Curry  
attorney-in-fact  
Date: 06/25/2008

\_\_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).
- Transaction represents the aggregate liquidating distribution from the Reporting Person's 2006 grantor retained annuity trust (2006 GRAT), which was made in equal amounts (6,606 shares) to each of his three sons. One son is still a minor, and the distribution with respect to him was made to a UTMA account of which the Reporting Person is the custodian.
- (1) Owned by the Reporting Person's 2007 and 2008 grantor retained annuity trusts, respectively in the amounts of 240,000 shares and 180,000 shares.
  - (2) Represents a portion of the transfer from the Reporting Person's 2006 GRAT, which portion was transferred to the UTMA account for Grantor's son, of which Grantor is the custodian.
  - (3)

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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**Proposal**

**Mgt. Recommends**

**Voted**

**Vote Cast**

**Sponsor**

1

Elect Kathleen D. Laporte

For

Yes

For

Management

1

Elect Lori M. Robson, Ph.D.

Explanation of Responses:

3

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For

Yes

For

Management

1

Elect Gregory T. Schiffman

For

Yes

For

Management

2

Ratification of appointment of independent registered public accounting firm to be Pricewaterhousecoopers LLP

For

Yes

Explanation of Responses:

4

For

Management

**Xanthus Pharmaceuticals, Inc.**

**Action by Written Consent:**

#	Proposal	Mgt. Recommends	Voted	Vote Cast	Sponsor
1	Approve an amendment of the certificate of incorporation	For	Yes	For	Management
2	Approve the issuance of securities	For	Yes	For	Management
3	Approve waiver of rights of first refusal	For	Yes	For	Management

**Xanthus Pharmaceuticals, Inc.**

**Action by Written Consent:**

1/27/2006

#	Proposal	Mgt. Recommends	Voted	Vote Cast	Sponsor
1	Approve an amendment to the certificate of incorporation	For	Yes	For	Management
2	Approve an amendment to the stockholder s agreement	For	Yes	For	Management
3	Approve office of the Company his or her true lawful agent with power of attorney	For	Yes	For	Management



**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)

H&Q Healthcare Investors

By (Signature and Title)\*

/s/ Daniel Omstead

(Daniel Omstead, President)

Date 8/31/06

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\*Print the name and title of each signing officer under his or her signature.