

Darwin Professional Underwriters Inc
Form 15-12B
October 31, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 15**

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

**Commission File Number 001-32883
DARWIN PROFESSIONAL UNDERWRITERS, INC.**

(Exact name of registrant as specified in its charter)
**9 Farm Springs Road, Farmington, CT 06032
(860) 284-1300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
Common Stock, par value \$0.01 per share

(Title of each class of securities covered by this Form)
None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)
Rule 12g-4(a)(2)
Rule 12h-3(b)(1)(i)
Rule 12h-3(b)(1)(ii)
Rule 15d-6

Approximate number of holders of record as of the certification or notice date: **One**

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Darwin Professional Underwriters, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: October 31, 2008

DARWIN PROFESSIONAL
UNDERWRITERS, INC.

By: */s/ Timothy J. Curry*
Timothy J. Curry
VP & Asst. General Counsel