

BEGLEY WILLIAM J JR
Form 4
March 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
BEGLEY WILLIAM J JR

2. Issuer Name and Ticker or Trading Symbol
SAFETY INSURANCE GROUP
INC [SAFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 CUSTOM HOUSE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO and Secretary

BOSTON, MA 02110

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/11/2013		A		4,312	A	\$ 0 ⁽¹⁾ 29,053
Common Stock	03/11/2013		A		5,271	A	\$ 0 ⁽²⁾ 34,324
Common Stock	03/11/2013		F		468 ⁽³⁾	D	\$ 46.93 ⁽⁴⁾ 33,856
Common Stock	03/11/2013		F		561 ⁽³⁾	D	\$ 47.31 ⁽⁵⁾ 33,295
	03/12/2013		F		511 ⁽³⁾	D	32,784

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Common Stock					\$					
					46.41					
					<u>(6)</u>					
Common Stock	03/13/2013		F	<u>1,159</u> (3)	D	46.61	31,625		D	
						<u>(7)</u>				
Common Stock	03/13/2013		F	<u>1,776</u> (3)	D	46.87	29,849		D	
						<u>(8)</u>				
Common Stock							45,103		I	See <u>(9)</u>
Common Stock							35,000		I	See <u>(10)</u>

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

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(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. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEGLEY WILLIAM J JR 20 CUSTOM HOUSE STREET BOSTON, MA 02110			VP, CFO and Secretary	

Signatures

/s/William J.
Begley, Jr.

03/13/2013

__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) Represents restricted stock awards effective March 11, 2013, with respect to which sale or transfer rights shall vest over three years with installments of 30% on March 11, 2014, 30% on March 11, 2015, and the remaining 40% on March 11, 2016, provided the grantee is still an employee of Safety Insurance Group, Inc. on such dates.

(2) Represents restricted stock awards granted effective March 11, 2013 with respect to which sale or transfer rights will vest over a three-year performance period commencing on January 1, 2013 and ending on December 31, 2015. Vesting of these shares is dependent upon the attainment of pre-established performance objectives, and any difference between shares granted and shares earned at the end of the performance period will be reported at the conclusion of the performance period in 2016.

(3) Represents securities delivered in payment of a tax liability with respect to vesting of securities issued in accordance with Rule 16b-3.

(4) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.54 to \$47.09 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(5) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$47.20 to \$47.59 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(6) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.00 to \$46.93 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(7) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.35 to \$46.80 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(8) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.81 to \$47.49 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(9) 45,103 shares are owned by a trust of which the reporting person is a trustee.

(10) 35,000 shares are owned by a trust of which the reporting person's spouse is a trustee.

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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