

SAFETY INSURANCE GROUP INC
Form 4
March 29, 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 *
LORANGER DANIEL D

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)
03/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - MIS & CIO

BOSTON, MA 02110

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/27/2006 ⁽¹⁾ | 03/27/2006 ⁽¹⁾ | S | | 3,649 (2) | D | \$ 44.9455 306,339 D |
| Common Stock | 03/27/2006 ⁽¹⁾ | 03/27/2006 ⁽¹⁾ | S | | 2,555 (3) | D | \$ 44.8772 303,784 D |
| Common Stock | 03/28/2006 ⁽¹⁾ | 03/28/2006 ⁽¹⁾ | M | | 1,000 | A | \$ 12 304,784 D |
| Common Stock | 03/28/2006 ⁽¹⁾ | 03/28/2006 ⁽¹⁾ | S | | 1,000 | D | \$ 44.456 303,784 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)

| 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (right to buy) | \$ 12 | 03/28/2006 ⁽¹⁾ | 03/28/2006 ⁽¹⁾ | M | 1,000 | 11/27/2005 ⁽⁴⁾ 11/27/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LORANGER DANIEL D 20 CUSTOM HOUSE STREET BOSTON, MA 02110 | | | VP - MIS & CIO | |

Signatures

/s/Daniel D.
Loranger
03/29/2006

**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) The transactions reported on this Form 4 were made pursuant to a written trading plan adopted in accordance with Rule 10b5-1 on 9/28/05.
- (2) The reporting person was granted a restricted stock award of 12,162 shares of common stock on March 25, 2004. The right to sell or transfer these shares vests over three years with installments of 30% on March 25, 2005, 30% on March 25, 2006, and the remaining 40% on March 25, 2007, provided the grantee is still an employee of Safety Insurance Group, Inc. on such dates. Shares from this grant have been previously sold or transferred and reported by the reporting person with respect to 3,649 shares.
- (3)

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The reporting person was granted a restricted stock award of 8,515 shares of common stock on March 16, 2005. The right to sell or transfer these shares vests over three years with installments of 30% on March 16, 2006, 30% on March 16, 2007, and the remaining 40% on March 16, 2008, provided the grantee is still an employee of Safety Insurance Group, Inc. on such dates. No shares from this grant have been previously sold or transferred by the reporting person.

- (4) The reporting person was granted options to purchase 55,350 shares of common stock on November 27, 2002. These options vest in five equal 20% annual installments beginning on November 27, 2003. Options have been previously exercised and reported by the reporting person with respect to 26,140 shares.

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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