

SAFETY INSURANCE GROUP INC
 Form 4
 April 01, 2016

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 *
 BRUSSARD DAVID F

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)
 03/31/2016

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/31/2016 | | F | 2,963 (1) (2) | \$ 57.3851 (3) | 88,019 | D |
| Common Stock | 03/31/2016 | | S | 3,293 (1) | \$ 57.3851 (3) | 84,726 | D |
| Common Stock | 03/31/2016 | | J | 14,057 (4) | \$ 0 | 70,669 | D |
| Common Stock | 03/31/2016 | | A | 1,000 (5) | \$ 0 | 71,669 | D |
| | | | | | 329,397 | | I |

Common
Stock

See
Footnote
(6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| BRUSSARD DAVID F 20 CUSTOM HOUSE STREET BOSTON, MA 02110 | | X | | |

Signatures

/s/David F.
Brussard

04/01/2016

**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 time-vesting securities awarded in 2015 and delivered in accordance with the terms of the Restricted Stock Plan wherein if during the Periods of Restriction, Termination of Service occurs (i) on or after the first anniversary of the Date of Grant and (ii) because of retirement after attaining age 62 with at least 10 years of service with the Company, the Periods of Restriction shall expire on the date of Termination of Service with respect to 100% of the Shares subject to remaining Periods of Restriction.

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- (2) Represents securities delivered in payment of a tax liability with respect to vesting of securities.
Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$56.92 to \$57.58 per share.
- (3) 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.
- (4) Represents restricted stock granted in 2014 which is forfeited upon retirement as President and Chief Executive Officer.
- (5) Represents restricted stock awarded effective March 31, 2016 as Chairman of the Board of Directors.
- (6) Shares are owned by a trust of which the reporting person 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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