

DONEGAL GROUP INC

Form 4

May 04, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NIKOLAUS DONALD H

(Last) (First) (Middle)

1195 RIVER ROAD, P.O. BOX 302

(Street)

MARIETTA, PA 17547

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DONEGAL GROUP INC [DGICA]

3. Date of Earliest Transaction
(Month/Day/Year)
04/30/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks / See Remarks

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)
Class A common stock	04/30/2015		M ⁽¹⁾	125,000 A	\$ 14 234,389.869	D	
Class A common stock	04/30/2015		S	125,000 D	\$ 15.418 109,389.869	D	
Class A common stock					174,118.483	I	401(k) Plan
Class A common					16,365.798	I	Spouse

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stock

Class A common stock	166,369	I	Family Foundation
Class A common stock	12,668	I	Trust
Class B common stock	130,210.44	D	
Class B common stock	51,637.532	I	401(k) Plan
Class B common stock	589	I	Spouse
Class B common stock	3,938	I	Family Foundation

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock option (right to buy)	\$ 14	04/30/2015		M ⁽¹⁾	125,000	03/01/2011 07/15/2015	Class A common stock 125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIKOLAUS DONALD H 1195 RIVER ROAD P.O. BOX 302 MARIETTA, PA 17547	X		See Remarks	See Remarks

Signatures

/s/ Donald H.
Nikolaus

05/04/2015

**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) Exercise of employee stock options under Rule 16b-3. As reported in Table II of this Form 4 Report, the exercise of options resulted in the acquisition of 125,000 shares of Class A common stock under Rule 16b-3, as reported in Table I of this Form 4 Report, which were concurrently sold, as reported in Table I of this Form 4 Report.

Remarks:

Chairman of the Board and President

Reporting Person is the President of Donegal Group Inc. ("DGI"), on medical leave of absence in his capacity as Chief Executive Officer.

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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