

BRUSSARD DAVID F
Form 4
December 09, 2005

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)
12/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/07/2005 | 12/07/2005 | M | 33,210 | A \$ 12 | 86,999 | D |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 19,735 | D \$ 43.25 | 67,264 | D |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 100 | D \$ 43.35 | 67,164 | D |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 100 | D \$ 43.36 | 67,064 | D |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 200 | D \$ 43.39 | 66,864 | D |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|----------|---------|---|----------------|
| Common Stock | 12/07/2005 | 12/07/2005 | S | 400 | D | \$ 43.49 | 66,464 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 1,400 | D | \$ 43.4 | 65,064 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 300 | D | \$ 43.41 | 64,764 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 100 | D | \$ 43.44 | 64,664 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 725 | D | \$ 43.5 | 63,939 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 300 | D | \$ 43.51 | 63,639 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 100 | D | \$ 43.63 | 63,539 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 4,757 | D | \$ 43.6 | 58,782 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 2,483 | D | \$ 43.61 | 56,299 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 293 | D | \$ 43.58 | 56,006 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 499 | D | \$ 43.54 | 55,507 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 96 | D | \$ 43.55 | 55,411 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 1,283 | D | \$ 43.53 | 54,128 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 29 | D | \$ 43.67 | 54,099 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 200 | D | \$ 43.69 | 53,899 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 10 | D | \$ 43.7 | 53,889 | D | |
| Common Stock | 12/07/2005 | 12/07/2005 | S | 100 | D | \$ 43.73 | 53,789 | D | |
| Common Stock | | | | | | | 509,089 | I | See <u>(2)</u> |

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (right to buy) | \$ 12 | 12/07/2005 | 12/07/2005 | M | 33,210 | 11/27/2005 ⁽¹⁾ 11/27/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRUSSARD DAVID F 20 CUSTOM HOUSE STREET BOSTON, MA 02110 | X | | President, CEO and Chairman | |

Signatures

/s/ David F. Brussard 12/09/2005

**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 reporting person was granted options to purchase 166,050 shares on November 27, 2002. These options vest in five equal 20% annual installments beginning November 27, 2003. Options have been previously exercised and reported with respect to 66,420 shares.
- (2) 509,089 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.