

KRUPA DAVID E
Form 4
December 09, 2010

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 *
KRUPA DAVID E

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)
12/07/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Claims Operations

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 (A) or (D) Price | | | |
| Common Stock | 12/07/2010 | 12/07/2010 | M | 2,955 A \$ 12 | 93,682 | D | |
| Common Stock | 12/07/2010 | 12/07/2010 | S | 2,955 D \$ 47.6321 (1) | 90,727 | D | |
| Common Stock | 12/08/2010 | 12/08/2010 | M | 1,473 A \$ 12 | 92,200 | D | |
| Common Stock | 12/08/2010 | 12/08/2010 | S | 1,473 D \$ 47.5 | 90,727 | D | |
| Common Stock | 12/08/2010 | 12/08/2010 | M | 327 A \$ 13.03 | 91,054 | D | |

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Common Stock 12/08/2010 12/08/2010 S 327 D \$ 47.5 90,727 D

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-------|--|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | |
| Non-Qualified Stock Options | \$ 12 | 12/07/2010 | 12/07/2010 | M | | 2,955 | 11/27/2007 ⁽²⁾ 11/27/2012 | Common Stock |
| Non-Qualified Stock Options | \$ 12 | 12/08/2010 | 12/08/2010 | M | | 1,473 | 11/27/2007 ⁽²⁾ 11/27/2012 | Common Stock |
| Non-Qualified Stock Options | \$ 13.03 | 12/08/2010 | 12/08/2010 | M | | 327 | 03/31/2006 ⁽³⁾ 03/31/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRUPA DAVID E 20 CUSTOM HOUSE STREET BOSTON, MA 02110 | | | VP - Claims Operations | |

Signatures

/s/David E. Krupa 12/09/2010

**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).
Represents the weighted average sales price of multiple open market same day sales with prices ranging from \$47.50 to \$47.99 per share.
- (1) Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission, the issuer, or a security holder upon request.
- (2) The reporting person was granted options to purchase 22,140 shares on November 27, 2002. These options vested in five equal 20% annual installments beginning November 27, 2003. Options have been previously exercised and reported with respect to 17,712 shares.
The reporting person was granted options to purchase 3,270 shares of common stock on March 31, 2003. These options vested in three annual installments of 30% on March 31, 2004, 30% on March 31, 2005 and the remaining 40% on March 31, 2006. Options from this grant have been previously exercised and reported with respect to 2,943 shares.
- (3)

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.