

SAFETY INSURANCE GROUP INC
Form 4
February 25, 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 *
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)
02/23/2016

____ 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 or Price				
Common Stock	02/23/2016		A		2,207 (1)	A	\$ 0 (2) 25,756	D	
Common Stock	02/23/2016		A		2,491	A	\$ 0 (2) 28,247	D	
common stock	02/23/2016		J		1,383	D	\$ 0 (3) 26,864	D	
Common Stock	02/25/2016		F		802 (4)	D	\$ 56.1135 (5) 26,062	D	
Common Stock							35,449	I	See Footnote

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grantee meets certain employment conditions.

- (2) Represents restricted stock awards granted effective February 23, 2016 with respect to which sale or transfer rights will vest over a three-year performance period commencing on January 1, 2016 and ending on December 31, 2018. Vesting of these shares is dependent upon the attainment of pre-established performance objectives, and any difference between shares granted and shares earned at the end of the performance period will be reported at the conclusion of the performance period in 2019.
- (3) Represents the difference between performance shares, with a three year performance period, that were granted on March 11, 2013 and actual shares earned at the end of the performance period on December 31, 2015. Final shares were approved by the Compensation Committee on February 23, 2016.
- (4) Represents securities delivered in payment of a tax liability with respect to vesting of securities issued in accordance with Rule 16b-3.
- (5) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$55.97 to \$56.6125 per share. 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.
- (6) Shares are owned by a trust of which the reporting person is a trustee.
- (7) Shares are owned by a trust of which the reporting person spouse 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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