

SAFETY INSURANCE GROUP INC
Form 4
April 13, 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 *
BEGLEY WILLIAM J JR

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)
04/11/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO and Secretary

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/11/2005	04/11/2005	M	7,520 A \$ 13.03	126,203	D	
Common Stock	04/11/2005	04/11/2005	S	7,520 D \$ 31.6389	118,683	D	
Common Stock	04/12/2005	04/12/2005	M	1,615 A \$ 13.03	120,298	D	
Common Stock	04/12/2005	04/12/2005	S	1,615 D \$ 31.4092	118,683	D	

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 Security (Instr. 3 and 4)
Non-Qualified Stock Options (right to buy)	\$ 13.03	04/11/2005 ⁽¹⁾	04/11/2005 ⁽¹⁾	M	7,520	03/31/2004 ⁽²⁾ 03/31/2013	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 13.03	04/12/2005 ⁽¹⁾	04/12/2005 ⁽¹⁾	M	1,615	03/31/2004 ⁽²⁾ 03/31/2013	Common stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEGLEY WILLIAM J JR 20 CUSTOM HOUSE STREET BOSTON, MA 02110			VP, CFO and Secretary	

Signatures

William J. Begley, Jr. 04/13/2005

**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 sales reported on this form were made pursuant to a written trading plan adopted in accordance with Rule 10b5-1 on 3/16/05.
- (2) Mr. Begley was granted options to purchase 30,450 shares of common stock on March 31, 2003. These options vest in three annual installments of 30% on March 31, 2004, 30% on March 31, 2005 and the remaining 40% on March 31, 2006. Options have been

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previously exercised and reported by Mr. Begley with respect to 9,135 shares.

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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