

BEGLEY WILLIAM J JR  
Form 4  
December 01, 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, CFO and Secretary

(Last) (First) (Middle)  
20 CUSTOM HOUSE STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/29/2005

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

BOSTON, MA 02110  
  
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | M                              |   | 7,380   | A  | \$ 12                             |
| Common Stock                    | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | S                              |   | 200   | D  | \$ 40.67                          |
| Common Stock                    | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | S                              |   | 200   | D  | \$ 40.64                          |
| Common Stock                    | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | S                              |   | 100   | D  | \$ 40.65                          |
| Common Stock                    | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | S                              |   | 75  | D  | \$ 40.88                          |

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|              |                           |                           |   |     |   |          |        |   |
|--------------|---------------------------|---------------------------|---|-----|---|----------|--------|---|
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 500 | D | \$ 40.76 | 17,848 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 200 | D | \$ 40.85 | 17,648 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 325 | D | \$ 40.84 | 17,323 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 400 | D | \$ 40.8  | 16,923 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 400 | D | \$ 40.73 | 16,523 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.71 | 16,423 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.69 | 16,323 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.62 | 16,223 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 115 | D | \$ 40.68 | 16,108 | D |
| Common stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 631 | D | \$ 40.83 | 15,477 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 500 | D | \$ 40.81 | 14,977 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 500 | D | \$ 40.77 | 14,477 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 300 | D | \$ 40.74 | 14,177 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 500 | D | \$ 40.72 | 13,677 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 954 | D | \$ 40.79 | 12,723 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 500 | D | \$ 40.78 | 12,223 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 200 | D | \$ 40.7  | 12,023 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.54 | 11,923 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.4  | 11,823 | D |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 100 | D | \$ 40.31 | 11,723 | D |
|              | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 81  | D |          | 11,642 | D |

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|              |                           |                           |   |    |   |          |        |   |                    |
|--------------|---------------------------|---------------------------|---|----|---|----------|--------|---|--------------------|
| Common Stock |                           |                           |   |    |   | \$ 40.25 |        |   |                    |
| Common Stock | 11/29/2005 <sup>(1)</sup> | 11/29/2005 <sup>(1)</sup> | S | 99 | D | \$ 40.27 | 11,543 | D |                    |
| Common Stock |                           |                           |   |    |   |          | 44,140 | I | See <sup>(3)</sup> |
| Common Stock |                           |                           |   |    |   |          | 35,000 | I | See <sup>(4)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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) | \$ 12  | 11/29/2005 <sup>(1)</sup>            | 11/29/2005 <sup>(1)</sup>                          | M                              | 7,380   | 11/27/2005 <sup>(2)</sup> 11/27/2012                     | Common Stock  |

## Reporting Owners

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

## Signatures

/s/William J. Begley, Jr. 12/01/2005  
Date

\_\_Signature of Reporting  
Person

## 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 transactions reported on this form were made pursuant to a written trading plan adopted in accordance with Rule 10b5-1 on 3/16/05.
- (2) The reporting person was granted options to purchase 36,900 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 14,760 shares.
- (3) 44,140 shares are owned by a trust of which the reporting person is a trustee.
- (4) 35,000 shares are owned by a trust of which the reporting person's wife 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.