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COMMERCE GROUP INC /MA  
Form 8-K  
May 19, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report  
(Date of earliest event reported)  
May 19, 2006

THE COMMERCE GROUP, INC.

-----  
(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| Massachusetts<br>-----<br>(State or other<br>jurisdiction<br>of incorporation) | 001-13672<br>-----<br>(Commission File<br>Number) | 04-2599931<br>-----<br>(IRS Employer<br>Identification<br>No.) |
|--|---|--|

|   |                     |
|---|---------------------|
| 211 Main Street, Webster, Massachusetts<br>(Address of principal executive offices) | 01570<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (508) 943-9000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 3. Securities and Trading Markets

Item 3.03 Material Modification to Rights of Security Holders

On May 19, 2006, the Company's Board of Directors approved a 2-for-1 stock split of the Company's common shares. One additional common share will be issued on June 9, 2006 for each share of common stock held by shareholders of record as of the close of business on May 30, 2006. A second quarter dividend of \$0.25 per share will be paid on June 23, 2006 (following the two-for-one split) to shareholders of record as of the close of business on June 16, 2006.

The Company issued a press release on May 19, 2006 to announce the stock split. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K.

Section 9. Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Press Release dated May 19, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COMMERCE GROUP, INC.  
May 19, 2006

/s/ Randall V. Becker

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Randall V. Becker  
Senior Vice President, Chief Financial Officer  
and Treasurer