

COMMERCE GROUP INC /MA

Form 4

November 12, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER RANDALL V

(Last) (First) (Middle)

77 BATES POINT ROAD

(Street)

WEBSTER, MA 01570

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
COMMERCE GROUP INC /MA
[CGI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Treasurer

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 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)
Common Stock	11/09/2004		M	10,000 A	\$ 30.8 87,624 ⁽¹⁾	D	
Common Stock	11/09/2004		S	10,000 D	\$ 55.25 77,624 ⁽¹⁾	D	
Common Stock					25,981	I	See ⁽²⁾ ⁽⁶⁾
Common Stock					7,461	I	See ⁽³⁾ ⁽⁶⁾
Common Stock					18,262	I	See ⁽⁴⁾ ⁽⁶⁾

Common Stock	4,363	I	See <u>(5)</u>
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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option to purchase common stock	\$ 30.8	11/09/2004		M	10,000	04/06/2004 04/07/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER RANDALL V 77 BATES POINT ROAD WEBSTER, MA 01570	X		Treasurer	

Signatures

/s/ Randall V.
Becker

11/12/2004

 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 transactions reported on this Form 4 were made pursuant to a plan intended to comply with Rule 10b5-1(c), previously adopted on September 15, 2004, when the reporting person was not in possession of material nonpublic information.

(2) 25,981 shares are owned by the reporting person's wife.

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- The reporting person's wife indirectly beneficially owns 7,461 shares that are held by the Employee Stock Ownership Plan of The Commerce Group, Inc., which number of shares is calculated based on the units that have been credited to the reporting person's wife as a participant in the ESOP and is subject to adjustment from time to time due, in part, to the unit value and the price per share of the Common Stock.
- (3)
- (4) 18,262 shares are owned by the reporting person as trustee for benefit of his sons.
- The reporting person indirectly beneficially owns 4,363 shares that are held by the Employee Stock Ownership Plan of The Commerce Group, Inc., which number of shares is calculated based on the units that have been credited to the reporting person as a participant in the ESOP and is subject to adjustment from time to time due, in part, to the unit value and the price per share of the Common Stock.
- (5)
- (6) The filing of this statement by the reporting person is not to be construed as and shall not be deemed to be an admission that the undersigned is, for the purpose of Section 16 the Securities Exchange Act of 1934, as amended, a beneficial owner of these 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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