

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 *
 McKeown Ann Marie

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 ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P Insurance Operations

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 | 02/23/2016 | | A | | 1,806 | A | \$ 0 ⁽¹⁾ | 9,537 | D |
| Common Stock | 02/23/2016 | | A | | 2,038 | A | \$ 0 ⁽²⁾ | 11,575 | D |
| Common Stock | 02/25/2016 | | F | | 262 ⁽³⁾ | D | \$ 56.1135 ⁽⁴⁾ | 11,313 | D |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McKeown Ann Marie 20 CUSTOM HOUSE ST BOSTON, MA 02110 | | | V.P Insurance Operations | |

Signatures

Ann McKeown 02/25/2016
 **Signature of Date
 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) Represents restricted stock awards effective February 23, 2016, with respect to which sale or transfer rights shall vest over three years with installments of 30% on February 23, 2017, 30% on February 23, 2018, and the remaining 40% on February 23, 2019, provided the 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 securities delivered in payment of a tax liability with respect to vesting of securities issued in accordance with Rule 16b-3.
 - (4) 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.

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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