

COMMERCE GROUP INC /MA

Form 4

December 21, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SPILLANE JOHN W

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

23 INSTITUTE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2006

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

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

WORCESTER, MA 01609

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock	12/19/2006		G ⁽¹⁾	V	4,035	D	\$ 0	1,407,483 ⁽²⁾	D
Common stock	12/19/2006		G ⁽¹⁾	V	4,035	A	\$ 0	95,501 ⁽³⁾	I
Common stock								2,424 ⁽⁵⁾	I
Common stock								10,000 ⁽⁷⁾	I
									See ⁽⁴⁾ ⁽⁹⁾
									See ⁽⁶⁾ ⁽⁹⁾
									See ⁽⁸⁾ ⁽⁹⁾

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
SPILLANE JOHN W 23 INSTITUTE ROAD WORCESTER, MA 01609		X		

Signatures

/s/ John W.
Spillane 12/21/2006

__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 reporting person made a gift of 4,035 shares to members of his immediate family sharing his household.
- (2) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 705,759 additional shares of common stock.
- (3) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 45,733 additional shares of common stock.
- (4) 95,501 shares are owned by the undersigned's children.
- (5) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 1,212 additional shares of common stock.

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- (6) 2,424 shares are owned by a trust established by the undersigned for one of his sons, of which the undersigned's son is the trustee.
- (7) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 5,000 additional shares of common stock.
- (8) 10,000 shares are owned by a trust of which the undersigned's son is the trustee.
- (9) The filing of this statement by the undersigned is not to be construed as and shall not be deemed to be an admission that the undersigned is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, a beneficial owner of the 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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