

MANNING PETER J
Form 4
November 14, 2008

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 *
MANNING PETER J

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)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2008

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

C/O SAFETY INSURANCE GROUP, INC., 20 CUSTOM HOUSE STREET

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/12/2008	11/12/2008	M	4,000	A \$ 15.89	8,500	D
Common Stock	11/12/2008	11/12/2008	S	1,103	D \$ 36.5118	7,397	D
Common Stock	11/12/2008	11/12/2008	S	2,897	D \$ 35.4318	4,500	D

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 (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)	\$ 15.89	11/12/2008	11/12/2008	M	4,000	08/21/2008 ⁽³⁾ 08/21/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MANNING PETER J
C/O SAFETY INSURANCE GROUP, INC.
20 CUSTOM HOUSE STREET
BOSTON, MA 02110

X

Signatures

/s/Peter J. Manning 11/14/2008

**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).
Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$36.50 to \$36.63 per share.
- (1) Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission, the issuer, or a security holder of the issuer upon request.
- Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$35.00 to \$35.76 per share.
- (2) Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission, the issuer, or a security holder of the issuer upon request.

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- The reporting person was granted options to purchase 10,000 shares of common stock on August 21, 2003. These options vested in five
- (3) equal 20% annual installments beginning on August 21, 2004. Options have been previously exercised and reported with respect to 6,000 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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