

BRUSSARD DAVID F

Form 4

March 13, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
BRUSSARD DAVID F

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 STREET  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
President, CEO and Chairman

BOSTON, MA 02110

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>stock                       | 03/11/2013                              |                                                             | A                                    | 10,541                                                                  | A \$ 0 <sup>(1)</sup>                                                                                              | 93,857                                                               | D                                                                 |
| Common<br>Stock                       | 03/11/2013                              |                                                             | A                                    | 12,884                                                                  | A \$ 0 <sup>(2)</sup>                                                                                              | 106,741                                                              | D                                                                 |
| Common<br>Stock                       | 03/11/2013                              |                                                             | F                                    | 1,426<br><sup>(3)</sup>                                                 | D \$<br>46.93<br><sup>(4)</sup>                                                                                    | 105,315                                                              | D                                                                 |
| Common<br>Stock                       | 03/11/2013                              |                                                             | F                                    | 1,707<br><sup>(3)</sup>                                                 | D \$<br>47.31<br><sup>(5)</sup>                                                                                    | 103,608                                                              | D                                                                 |
|                                       | 03/12/2013                              |                                                             | F                                    |                                                                         | D                                                                                                                  | 102,052                                                              | D                                                                 |

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|              |            |   |              |                    |         |   |         |
|--------------|------------|---|--------------|--------------------|---------|---|---------|
| Common Stock |            |   | 1,556<br>(3) | \$<br>46.41<br>(6) |         |   |         |
| Common Stock | 03/13/2013 | F | 3,528<br>(3) | \$<br>46.61<br>(7) | 98,524  | D |         |
| Common Stock | 03/13/2013 | F | 5,406<br>(3) | \$<br>46.87<br>(8) | 93,118  | D |         |
| Common Stock |            |   |              |                    | 329,397 | I | See (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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 |
| BRUSSARD DAVID F<br>20 CUSTOM HOUSE STREET<br>BOSTON, MA 02110 | X             |           | President, CEO and Chairman |       |

## Signatures

/s/David F.  
Brussard

03/13/2013

\_\_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) Represents restricted stock awards effective March 11, 2013, with respect to which sale or transfer rights shall vest over three years with installments of 30% on March 11, 2014, 30% on March 11, 2015, and the remaining 40% on March 11, 2016, provided the grantee is still an employee of Safety Insurance Group, Inc. on such dates.

(2) Represents restricted stock awards granted effective March 11, 2013 with respect to which sale or transfer rights will vest over a three-year performance period commencing on January 1, 2013 and ending on December 31, 2015. 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 2016.

(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 \$46.54 to \$47.09 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.

(5) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$47.20 to \$47.59 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.

(6) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.00 to \$46.93 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.

(7) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.35 to \$46.80 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.

(8) Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.81 to \$47.49 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.

(9) Shares are owned by a trust of which the reporting person is a trustee.

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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