

SAFETY INSURANCE GROUP INC
Form 4
March 28, 2005

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 *
KRUPA DAVID E

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)
03/24/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Property Claims

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/24/2005 | | M | 4,428 A \$ 12 | 141,329 | D | |
| Common Stock | 03/24/2005 | | S | 400 D \$ 33.02 | 140,929 | D | |
| Common Stock | 03/24/2005 | | S | 200 D \$ 33.01 | 140,729 | D | |
| Common Stock | 03/24/2005 | | S | 677 D \$ 32.99 | 140,052 | D | |
| Common Stock | 03/24/2005 | | S | 2,500 D \$ 32.97 | 137,552 | D | |

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|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 03/24/2005 | S | 300 | D | \$ 32.96 | 137,252 | D |
| Common Stock | 03/24/2005 | S | 100 | D | \$ 32.94 | 137,152 | D |
| Common Stock | 03/24/2005 | S | 100 | D | \$ 32.93 | 137,052 | D |
| Common Stock | 03/24/2005 | S | 151 | D | \$ 32.91 | 136,901 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Options (right to buy) | \$ 12 | 03/24/2005 | | M | 4,428 | 11/27/2003 ⁽¹⁾ 11/27/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KRUPA DAVID E 20 CUSTOM HOUSE STREET BOSTON, MA 02110 | | | VP - Property Claims | |

Signatures

David E. Krupa 03/28/2005

**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).

Mr. Krupa was granted options to purchase 22,140 shares of common stock on November 27, 2002. These options vest in five equal 20%
(1) annual installments beginning November 27, 2003. Options from this grant have been previously exercised by Mr. Krupa with respect to 4,428 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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