

COMMERCE GROUP INC /MA  
Form 4  
June 22, 2005

**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 \*  
**BECKER RANDALL V**

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)  
**77 BATES POINT ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/20/2005**

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

**WEBSTER, MA 01570**

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common stock	06/20/2005		S	20,000 D \$ 62	57,804 <sup>(1)</sup>	D	
Common stock					26,161	I	See <sup>(2)</sup> <sup>(6)</sup>
Common stock					7,370	I	See <sup>(3)</sup> <sup>(6)</sup>
Common stock					18,622	I	See <sup>(4)</sup> <sup>(6)</sup>
Common stock					4,625	I	See <sup>(5)</sup>

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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 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 Following Transaction (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER RANDALL V 77 BATES POINT ROAD WEBSTER, MA 01570	X		Treasurer	

## Signatures

/s/ Randall V. Becker                      06/22/2005

\_\_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).
- (1) The transactions reported on this Form 4 were made pursuant to a plan intended to comply with Rule 10b5-1(c), previously adopted on June 17, 2005, when the reporting person was not in possession of material nonpublic information.
  - (2) 26,161 shares are owned by the reporting person's wife.  
The reporting person's wife indirectly beneficially owns 7,370 shares that are held by the Employee Stock Ownership Plan of The Commerce Group, Inc., which number of shares is calculated based on the units that have been credited to the reporting person's wife as a participant in the ESOP and is subject to adjustment from time to time due, in part, to the unit value and the price per share of the Common Stock.
  - (3)

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- (4) 18,622 shares are owned by the reporting person as trustee for benefit of his sons.

The reporting person indirectly beneficially owns 4,625 shares that are held by the Employee Stock Ownership Plan of The Commerce

- (5) Group, Inc., which number of shares is calculated based on the units that have been credited to the reporting person as a participant in the ESOP and is subject to adjustment from time to time due, in part, to the unit value and the price per share of the Common Stock.
- (6) The filing of this statement by the reporting person 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 the Securities Exchange Act of 1934, as amended, a beneficial owner of these 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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