

Berry James
Form 4
January 27, 2012

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 *
Berry James

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)
01/25/2012

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

BOSTON, MA 02110
(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)
				(A) or (D)	Price		
Common Stock	01/25/2012	01/25/2012	M	1,000	\$ 35.23	28,576	D
Common Stock	01/25/2012	01/25/2012	S	1,000	\$ 43.23	27,576	D
Common Stock	01/26/2012	01/26/2012	M	20	\$ 35.23	27,596	D
Common Stock	01/26/2012	01/26/2012	S	20	\$ 43.23	27,576	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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non Qualified Stock Options	\$ 35.23	01/25/2012 ⁽¹⁾	01/25/2012 ⁽¹⁾	M	1,000	03/16/2010 ⁽²⁾ 03/16/2015	Common Stock	1,000
Non Qualified Stock Options	\$ 35.23	01/26/2012 ⁽¹⁾	01/26/2012 ⁽¹⁾	M	20	03/16/2010 ⁽³⁾ 03/16/2015	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berry James 20 CUSTOM HOUSE STREET BOSTON, MA 02110			VP - Insurance Operations	

Signatures

/s/ James D. Berry
01/27/2012
**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 sales reported on this form were made in pursuant to a written trading plan adopted in accordance with Rule 10b5-1 on 12/28/2011.

Edgar Filing: Berry James - Form 4

- (2) The reporting person was granted options to purchase 8,000 shares on March 16, 2005. These options vested in five equal 20% installments beginning March 16, 2006. No options have been previously exercised and reported.
- (3) The reporting person was granted options to purchase 8,000 shares on March 16, 2005. These options vested in five equal 20% installments beginning March 16, 2006. Options have been previously exercised by Mr. Berry with respect to 1,000 shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.