

COMMERCE GROUP INC /MA
Form 4
December 21, 2006

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 *
SPILLANE JOHN W

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)
23 INSTITUTE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2006

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

WORCESTER, MA 01609
(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 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 or (D) Price | | | |
| Common stock | 12/19/2006 | | G ⁽¹⁾ | V | 4,035 D \$ 0 | 1,407,483 ⁽²⁾ | D | |
| Common stock | 12/19/2006 | | G ⁽¹⁾ | V | 4,035 A \$ 0 | 95,501 ⁽³⁾ | I | See ⁽⁴⁾ ⁽⁹⁾ |
| Common stock | | | | | | 2,424 ⁽⁵⁾ | I | See ⁽⁶⁾ ⁽⁹⁾ |
| Common stock | | | | | | 10,000 ⁽⁷⁾ | I | See ⁽⁸⁾ ⁽⁹⁾ |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SPILLANE JOHN W 23 INSTITUTE ROAD WORCESTER, MA 01609 | | X | | |

Signatures

/s/ John W.
Spillane 12/21/2006

**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 reporting person made a gift of 4,035 shares to members of his immediate family sharing his household.
 - (2) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 705,759 additional shares of common stock.
 - (3) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 45,733 additional shares of common stock.
 - (4) 95,501 shares are owned by the undersigned's children.
 - (5) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 1,212 additional shares of common stock.

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- (6) 2,424 shares are owned by a trust established by the undersigned for one of his sons, of which the undersigned's son is the trustee.
- (7) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 5,000 additional shares of common stock.
- (8) 10,000 shares are owned by a trust of which the undersigned's son is the trustee.
- (9) The filing of this statement by the undersigned 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 of the Securities Exchange Act of 1934, as amended, a beneficial owner of the 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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