

COMMERCE GROUP INC /MA

Form 4

September 08, 2006

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REMILLARD ARTHUR J III

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)

17 WOODSTONE ROAD

(Street)

NORTHBORO, MA 01532

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/06/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Executive Vice President

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/06/2006		S	44,000 D	\$ 29.27 742,840 ⁽¹⁾	D	
Common Stock	09/07/2006		S	39,300 D	\$ 28.91 703,540	D	
Common Stock					29,300 ⁽²⁾	I	See Note ⁽³⁾ ⁽¹⁰⁾
Common Stock					162,920 ⁽⁴⁾	I	See Note ⁽⁵⁾ ⁽¹⁰⁾
Common Stock					45,710 ⁽⁶⁾	I	See Note ⁽⁷⁾ ⁽¹⁰⁾

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Common Stock	318,268 <u>(8)</u>	I	See Note <u>(9)</u>
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
REMILLARD ARTHUR J III 17 WOODSTONE ROAD NORTHBORO, MA 01532	X		Executive Vice President	

Signatures

/s/ Arthur J.
Remillard, III

09/08/2006

__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) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 393,420 additional shares of common stock.
- (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 14,650 additional shares of common stock.

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- (3) 29,300 shares are owned by a trust for the benefit of the reporting person and his family of which the reporting person is co-trustee.
- (4) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 81,460 additional shares of common stock.
- (5) 162,920 shares are owned by the reporting person's wife.
- (6) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 22,855 additional shares of common stock.
- (7) 45,710 shares are owned by a trust for the benefit of the reporting person's children of which the reporting person is co-trustee.
- (8) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in an increase in the number of shares indirectly owned by the reporting person that are held by the Employee Stock Ownership Plan of The Commerce Group, Inc.

The reporting person indirectly beneficially owns 318,268 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 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.
- (9)
- (10) 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 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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