

COMMERCE GROUP INC /MA  
Form 4  
June 06, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
**06/04/2008**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Sr. Vice President & CFO**

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  |  |  |
| Common stock                    | 06/04/2008                           |  | D                              |   | 137,394   | D  |  |
|                                 |                                      |  |                                |   | \$ 36.7   |  |  |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |  |
| Common stock                    | 06/04/2008                           |  | D                              |   | 51,162  | D  | See (2) (6)                                |
|                                 |                                      |  |                                |   | \$ 36.7   |  |  |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |  |
| Common stock                    | 06/04/2008                           |  | D                              |   | 37,244  | D  | See (3) (6)                                |
|                                 |                                      |  |                                |   | \$ 36.7   |  |  |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |  |
| Common stock                    | 06/04/2008                           |  | D                              |   | 14,376  | D  | See (4) (6)                                |
|                                 |                                      |  |                                |   | \$ 36.7   |  |  |

|              |            |   |        |   |      |   |   |         |
|--------------|------------|---|--------|---|------|---|---|---------|
| Common stock | 06/04/2008 | D | 10,753 | D | (1)  | 0 | I | See (5) |
|              |            |   |        |   | \$   |   |   |         |
|              |            |   |        |   | 36.7 |   |   |         |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| BECKER RANDALL V<br>77 BATES POINT ROAD<br>WEBSTER, MA 01570 | X             |           | Sr. Vice President & CFO |       |

## Signatures

/s/ Randall V. Becker  
06/06/2008  
Date  
Signature of Reporting Person

## 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) Each share was converted into the right to receive \$36.70 per share pursuant to the Agreement and Plan of Merger, dated as of October 30, 2007, among The Commerce Group, Inc., Mapfre S.A. and Magellan Acquisition Corp. (the "Merger Agreement").

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(2) 51,162 shares are owned by the reporting person's wife.

(3) 37,244 shares are owned by a trust for benefit of the undersigned's sons of which the undersigned is the trustee.

The reporting person's wife indirectly beneficially owns 14,736 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.

(5) The reporting person indirectly beneficially owns 10,753 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.

(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. 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.