

BEGLEY WILLIAM J JR
Form 4
March 18, 2005

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 *
BEGLEY WILLIAM J JR

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)
03/16/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, CFO and Secretary

BOSTON, MA 02110

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Stock	03/16/2005		A	6,245	A	118,683	D
Common Stock	03/16/2005		M	7,380	A	126,063	D
Common Stock	03/16/2005		S	7,380	D	\$ 36.3831	118,683 D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Number of Shares
Non-Qualified Stock Options (right to buy)	\$ 12	03/16/2005		M	7,380	11/27/2004 ⁽²⁾ 11/27/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

BEGLEY WILLIAM J JR
20 CUSTOM HOUSE STREET
BOSTON, MA 02110

VP, CFO and Secretary

Signatures

William J.
Begley, Jr. 03/18/2005**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).Represents restricted stock award effective March 16, 2005, with respect to which sale or transfer rights shall vest over three years with
(1) installments of 30% on March 16, 2006, 30% on March 16, 2007, and the remaining 40% on March 16, 2008, provided the grantee is still
an employee of Safety Insurance Group, Inc. on such dates.Mr. Begley was granted options to purchase 36,900 shares of common stock on November 27, 2002. These options vest in five equal 20%
(2) annual installments beginning November 27, 2003. Options from this grant have been previously exercised by Mr. Begley with respect to
7,380 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
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