

COMMERCE GROUP INC /MA
Form 4
November 02, 2004

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice Pres. & Asst. Clerk

NORTHBORO, MA 01532

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	11/01/2004		M	65,633 A \$ 30.8	604,322	D	
Common stock	11/01/2004		F	48,975 D \$ 50.48	555,347	D	
Common stock	11/02/2004		S	358 D \$ 52.08	554,989	D	
Common stock	11/02/2004		S	1,300 D \$ 52.06	553,689	D	
Common stock	11/02/2004		S	5,000 D \$ 52.01	548,689	D	

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Common stock	11/02/2004	S	5,000	D	\$ 52.05	543,689	D	
Common stock	11/02/2004	S	5,000	D	\$ 52.1	538,689	D	
Common stock						14,650	I	See <u>(1)</u> <u>(6)</u>
Common stock						81,060	I	See <u>(2)</u> <u>(6)</u>
Common stock						22,855	I	See <u>(3)</u> <u>(6)</u>
Common stock						21,189	I	See <u>(4)</u> <u>(6)</u>
Common stock						153,374	I	See <u>(5)</u>

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.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 30.8	11/01/2004		M	65,633	04/06/2004	04/07/2009	Common stock	65,633

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REMILLARD ARTHUR J III	X		Sr. Vice Pres. & Asst. Clerk	

17 WOODSTONE ROAD
NORTHBORO, MA 01532

Signatures

/s/ Arthur J.
Remillard, III

11/02/2004

**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) 14,650 shares are owned by a trust for the benefit of the undersigned and his family of which the undersigned is a trustee.
- (2) 81,060 shares are owned by the undersigned's wife.
- (3) 22,855 shares are owned by a trust for the benefit of the undersigned's children of which the undersigned is co-trustee.
- (4) 21,189 shares are owned by five trusts for the benefit of the undersigned's nieces/nephew of which the undersigned is a co-trustee.

The reporting person indirectly beneficially owns 153,374 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 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 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.