

COMMERCE GROUP INC /MA  
Form 4  
June 06, 2008

**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 REGAN P

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)

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

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

220 BOYLSTON ST UNIT 1218

06/04/2008

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

BOSTON, MA 02116

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) |         |   |   |             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---|-------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price   |   |   |             |
| Common stock                    | 06/04/2008                           |  | D                              |   |   |  |   | \$ 36.7 | 0 | D |             |
|                                 |                                      |  |                                |   |   |  |   | (1)     |   |   |             |
| Common stock                    | 06/04/2008                           |  | D                              |   |   |  |   | \$ 36.7 | 0 | I | See (3) (5) |
|                                 |                                      |  |                                |   |   |  |   | (1)     |   |   |             |
| Common stock                    | 06/04/2008                           |  | D                              |   |   |  |   | \$ 36.7 | 0 | I | See (4)     |
|                                 |                                      |  |                                |   |   |  |   | (1)     |   |   |             |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 30.6  | 06/04/2008                           |  | D                              | 5,413   | 02/16/2007 02/15/2017                                    | Common stock  | 5,413                         |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| REMILLARD REGAN P<br>220 BOYLSTON ST UNIT 1218<br>BOSTON, MA 02116 |               | X         |         |       |

## Signatures

/s/ Regan P.  
Remillard

06/06/2008

\*\*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) 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").
  - (2) Each option converted into the right to receive an amount in cash (subject to applicable withholding taxes) equal to the product of (x) the excess, if any, of \$36.70 per share over the applicable exercise price of each such option and (y) the number (determined without reference to vesting requirements or other limitations on exercisability) of shares of the Company common stock issuable upon exercise of such option pursuant to the Merger Agreement.
  - (3) 29,300 shares held in a trust for the benefit of the undersigned, who is a co-trustee of the trust.

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- The reporting person indirectly beneficially owns 20,291 shares that are held by the Employee Stock Ownership Plan of The Commerce
- (4) 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 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.