SAFETY INSURANCE GROUP INC

Form 4

February 27, 2017

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 [*] Narciso Paul J	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)	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2017	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) VP - Claims
C/O SAFETY INSURANCE, 20 CUSTOM HOUSE ST.		
(Street)	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
BOSTON, MA 02110		
(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	02/22/2017		A		2,141	A	$ 0 [(1)]	18,600	D	
Common Stock	02/22/2017		A		2,568	A	$ 0 [(2)]	21,168	D	
Common Stock	02/22/2017		J		59	D	$ 0 [(3)]	21,109	D	
Common Stock	02/27/2017		F		1,583 [(4)]	D	$ 71.4537 [(5)]	19,526	D	
	02/27/2017		F		105 [(4)]	D		19,421	D	

Common Stock		$ 72.2813 (6)

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

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 Owne Follo Repo Trans (Instr
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Narciso Paul J C/O SAFETY INSURANCE 20 CUSTOM HOUSE ST. BOSTON, MA 02110			VP - Claims	

Signatures

/s/Paul J. Narciso	02/27/2017
**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) Represents restricted stock awards effective February 22, 2017, with respect to which sale or transfer rights shall vest over three years with installments of 30% on February 22, 2018, 30% on February 22, 2019, and the remaining 40% on February 22, 2020, provided the

grantee meets certain employment conditions.

(2) Represents restricted stock awards granted effective February 22, 2017 with respect to which sale or transfer rights will vest over a three-year performance period commencing on January 1, 2017 and ending on December 31, 2019. Vesting of these shares is dependent upon the attainment of pre-established performance objectives, and any difference between shares granted and shares earned at the end of the performance period will be reported at the conclusion of the performance period in 2020.

(3) Represents the difference between performance shares, with a three year performance period, that were granted on March 11, 2014 and actual shares earned at the end of the performance period on December 31, 2016. Final shares were approved by the Compensation Committee on February 22, 2017.

(4) Represents securities delivered in payment of a tax liability with respect to vesting of securities issued in accordance with Rule 16b-3.

(5) Represents the weighted average sale price of multiple open market same day sales with prices ranging from $71.05 to $72.05 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

(6) Represents the weighted average sale price of multiple open market same day sales with prices ranging from $72.10 to $72.40 per share. Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission or a security holder of the issuer upon request.

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.

Explanation of Responses: 3