DONEGAL GROUP INC
Form 4/A
June 07, 2011

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DONEGAL MUTUAL INSURANCE CO
(Last) (First) (Middle)
1195 RIVER ROAD
(Street)
MARIETTA, PA 17547
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DONEGAL GROUP INC [DGICA]

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2011

4. If Amendment, Date Original Filed(Month/Day/Year)
05/10/2011

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock (1)	05/06/2011		J		599,231	D	$ 13.15	7,755,953	D	
Class B Common Stock (2)								4,198,839	D	

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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
DONEGAL MUTUAL INSURANCE CO 1195 RIVER ROAD MARIETTA, PA 17547		X		

Signatures

Jeffrey D. Miller, Sr. VP & Chief Financial Officer	06/07/2011
**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) Donegal Mutual Insurance Company ("Donegal Mutual") reported on May 10, 2011 that it had transferred 600,000 shares of Class A common stock of Donegal Group Inc. ("DGI") to Donegal Financial Services Corporation ("DFSC") and that DFSC would transfer those shares as merger consideration to the stockholders of Union National Financial Corporation ("UNFC") in connection with the merger of UNFC with and into DFSC that was effective on May 6, 2011. DFSC's exchange agent subsequently notified DFSC that, pursuant to the terms of the merger agreement, 599,231 shares of DGI Class A common stock were required for transfer to stockholders of UNFC. As a result, DFSC returned 769 shares of DGI Class A common stock to Donegal Mutual Insurance Company on June 6, 2011. This amended Form 4 reflects this immaterial adjustment to the number of shares contributed to DFSC for transfer as merger consideration to UNFC stockholders.

(2) Donegal Mutual's holdings of DGI Class B common stock reflect a subsequent purchase of 500 shares on May 18, 2011 as reported on a Form 4 on May 19, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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