

COMMERCE GROUP INC /MA
Form 4
March 16, 2007

FORM 4

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

OMB APPROVAL

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

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 *
MAROIS NORMAND R

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)

20 MARSH ROAD, P O BOX 563

02/16/2007

(Street)

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

SUTTON, MA 01590

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common stock | | | | | 296,154 ⁽¹⁾ | D | |
| Common stock | | | | | 11,200 ⁽²⁾ | I | See ⁽³⁾ ⁽⁸⁾ |
| Common stock | | | | | 16,000 ⁽⁴⁾ | I | See ⁽⁵⁾ ⁽⁸⁾ |
| Common stock | | | | | 41,500 ⁽⁶⁾ | I | See ⁽⁷⁾ ⁽⁸⁾ |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 30.36 | 02/16/2007 | | A | 4,361 | 02/16/2007 02/15/2017 | Common stock | 4,361 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MAROIS NORMAND R 20 MARSH ROAD P O BOX 563 SUTTON, MA 01590 | | X | | |

Signatures

/s/Normand R.

Marois

03/16/2007

**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) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 148,077 additional shares of common stock.
- (2) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 5,600 additional shares of common stock.
- (3) 11,200 shares are owned by the undersigned's wife.
- (4)

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On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 8,000 additional shares of common stock.

- (5) 16,000 shares are owned by the undersigned's wife as trustee for the undersigned's grandchildren.
- (6) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 20,750 additional shares of common stock.
- (7) 41,500 shares are owned by the undersigned's wife as custodian for the undersigned's grandchildren.
- (8) 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 the shares referred to above.

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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