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COMMERCE GROUP INC /MA
Form 8-K
June 06, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report
(Date of earliest event reported)
May 30, 2006

THE COMMERCE GROUP, INC.

(Exact name of registrant as specified in its charter)

Massachusetts ----- (State or other jurisdiction of incorporation)	001-13672 ----- (Commission File Number)	04-2599931 ----- (IRS Employer Identification No.)
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211 Main Street, Webster, Massachusetts (Address of principal executive offices)	01570 (Zip Code)
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Registrant's telephone number, including area code: (508) 943-9000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 5. Corporate Governance and Management

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On May 30, 2006, the Company's Board of Directors unanimously approved amendments to the Company's bylaws effective as of such date. These amendments provide for the use of uncertificated shares of capital stock upon resolution of the Directors. Such uncertificated shares will be accounted for within the Company's books and records and each shareholder will receive an initial written transaction statement indicating their uncertificated share holdings. The fact that shareholders may hold uncertificated shares of capital stock does not change their rights and obligations with respect to such class and series of shares.

A complete copy of the bylaws as amended is attached as Exhibit 3.2 to this Form 8-K.

Section 9. Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 3.2 Bylaws, as amended, effective May 30, 2006.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE COMMERCE GROUP, INC.
June 5, 2006

/s/ Randall V. Becker

Randall V. Becker
Senior Vice President, Chief Financial
Officer and Treasurer