

BECKER RANDALL V
Form 4
March 01, 2007

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 *
BECKER RANDALL V

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)
77 BATES POINT ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. Vice President & CFO

WEBSTER, MA 01570

(City) (State) (Zip)

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

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)
			Code	V Amount (D) Price			
Common stock	02/27/2007 ⁽¹⁾		A	29,918 A \$ 0	145,526 ⁽²⁾	D	
Common stock					52,322 ⁽³⁾	I	See ⁽⁴⁾ ⁽⁹⁾
Common stock					37,244 ⁽⁵⁾	I	See ⁽⁶⁾ ⁽⁹⁾
Common stock					14,753	I	See ⁽⁷⁾ ⁽⁹⁾
Common stock					10,799	I	See ⁽⁸⁾

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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	4,008	02/16/2007 02/15/2017	Common stock	4,008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER RANDALL V 77 BATES POINT ROAD WEBSTER, MA 01570	X		Sr. Vice President & CFO	

Signatures

/s/ Randall V. Becker 03/01/2007

**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) The Board of Directors approved the Restricted Stock Unit award on 2/16/07, and the Company filed a Form 8-K dated that date. The Company formally communicated the award and the details thereof to the Reporting Person (and other executive officers) on 2/27/07.
 - (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 57,804 additional shares of common stock.
 - (3) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 26,161 additional shares of common stock.

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- (4) 52,322 shares are owned by the reporting person's wife.
- (5) On June 9, 2006, the common stock of The Commerce Group, Inc. split 2-for-1, resulting in the reporting person's ownership of 18,622 additional shares of common stock.
- (6) 37,244 shares are owned by a trust for the benefit of the undersigned's sons of which the undersigned is the trustee.

- The reporting person's wife indirectly beneficially owns 14,753 shares that are held by the Employee Stock Ownership Plan of The Commerce 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. In addition, the common stock of The Commerce Group, Inc. split 2-for-1 on June 9, 2006, resulting in an increase in the number of shares indirectly owned by the reporting person that are held by the ESOP.
- (7)

- The reporting person indirectly beneficially owns 10,799 shares that are held by the Employee Stock Ownership Plan of The Commerce 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. In addition, the common stock of The Commerce Group, Inc. split 2-for-1 on June 9, 2006, resulting in an increase in the number of shares indirectly owned by the reporting person that are held by the ESOP.
- (8)

- (9) The filing of this statement by the reporting person 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 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.