

DONEGAL GROUP INC

Form 4/A

June 07, 2011

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 *

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

☒ 10% Owner____ Officer (give title
below)____ Other (specify
below)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 Indirect Beneficial Ownership (Instr. 4)
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.

**Persons who respond to the collection of
 information contained in this form are not
 required to respond unless the form
 displays a currently valid OMB control
 number.**

SEC 1474
 (9-02)

Edgar Filing: DONEGAL GROUP INC - Form 4/A

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 Own 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. 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.