DONEGAL GROUP INC

Form 4/A June 07, 2011

FORM 4

OMB APPROVAL

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

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

response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DONEGAL MUTUAL**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INSURANCE CO

DONEGAL GROUP INC [DGICA]

(Middle)

(Zip)

(Check all applicable)

(First) (Last)

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

X__ 10% Owner

1195 RIVER ROAD

05/06/2011

below) 6. Individual or Joint/Group Filing(Check

Director

_ Other (specify

(Street)

(State)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Officer (give title

05/10/2011

Filed(Month/Day/Year)

Form filed by More than One Reporting

Person

MARIETTA, PA 17547

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

or

D

7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4)

D

Reported Transaction(s) (Instr. 4) (Instr. 3 and 4)

Class A Common

05/06/2011

Code V Amount J 599,231

(D) Price

13.15

7,755,953

D

Stock (1)

Class B Common

Stock (2)

4,198,839

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

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SEC 1474 (9-02)

number.

1

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title o	of 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	ve Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Instr. 8) Derivative Securities			Secur	rities	(Instr. 5)	Bene
	Derivative							(Instr. 3 ar	:. 3 and 4)	d 4)	Owne
	Security				Acquired	uired					Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration	T:41-	or True N. 1		
							-	Title	Number		
				C-1- V	(A) (D)				of Shares		
				Code V	(A) (I))				Snares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director DONEGAL MUTUAL INSURANCE CO 1195 RIVER ROAD X MARIETTA, PA 17547

Signatures

Jeffrey D. Miller, Sr. VP & Chief Financial 06/07/2011 Officer

> **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).

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.
- 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.

Reporting Owners 2