FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washing

pton, D.C. 20549	OMB APPROVAL

OMB Number:	3235-0287
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*  DONEGAL MUTUAL INSURANCE CO						2. Issuer Name and Ticker or Trading Symbol DONEGAL GROUP INC [ DGICB ]											o of Reportin blicable) ctor		rson(s) to Is	
(Last) (First) (Middle) 1195 RIVER ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/16/2007										Office	er (give title v)		Other below)	(specify
(Street)  MARIETTA PA 17547  (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable ne)  X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - Nor	n-Deriv	ative	Sec	uritie	es Ac	quired,	Dis	posed o	f, or I	3ene	ficia	ally C	)wne	ed			
Da				Date	Date (Month/Day/Year) it		2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Code (Instr.					4 and Sec Bei Ow		. Amount of Securities Seneficially Dwned Following Reported		ownership m: Direct or Indirect Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	v	Amount	mount (A)		Price	Transa		action(s) 3 and 4)			(111501.4)			
Class B Common Stock 02/1					5/2007	2007			P		41,892		A	\$1	\$19 3,		3,893,118		D	
Class A Common Stock															8,132,885			D		
		Та	ble II - [								sed of, onvertib				y Ow	ned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date, Transact Code (In:					6. Date E Expiratio (Month/D	n Date	Amount of		nt of ities lying itive ity (Ins	str. 3		ivative urity tr. 5)	9. Number or derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code		(A)	(D)	Date Exercisa		Expiration Date	Title	Amo or Num of Sha	ber						

**Explanation of Responses:** 

Jeffrey D. Miller, Sr. VP & **Chief Financial Officer** 

02/16/2007

\*\* Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).