SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(b). |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APP | ROVAL |
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|---|---------------|----------------|---|-------------------------|--|---------------------------------------|
| 1. Name and Address of Reporting Person [*] <u>MILLER JEFFREY DEAN</u> (Last) (First) (Middle) 1195 RIVER ROAD | | | 2. Issuer Name and Ticker or Trading Symbol DONEGAL GROUP INC [DGICA] 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2015 | | ionship of Reporting Persor all applicable) Director Officer (give title below) Exec VP & Chief Fin | 10% Owner Other (specify below) |
| (Street) MARIETTA (City) | PA (State) | 17547 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indivi Line) X | dual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than C Person | ing 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) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|--------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Class A Common Stock | | | | | | | | 5,745 | D | |
| Class A Common Stock | | | | | | | | 27,052 | Ι | 401(k) Plan |
| Class B Common Stock | | | | | | | | 106 | D | |
| Class B Common Stock | | | | | | | | 477 | Ι | 401(k) Plan |

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

| | (c.g., puts, cans, warrants, options, conventible 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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Options | \$13.64 | 12/17/2015 | | A | | 50,000 | | 07/01/2016 | 12/17/2020 | Class A Common Stock | 50,000 | \$0 | 50,000 | D | |

Explanation of Responses:

Jeffrey D. Miller, Executive VP <u>12/21/2015</u>

& Chief Financial Officer

** Signature of Reporting Person Date

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

* 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).

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.