

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT
TO
FORM S-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DONEGAL GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware

23-2424711

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1195 River Road
Marietta, Pennsylvania 17547
(888) 877-0600

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Donald H. Nikolaus, President
Donegal Group Inc.
1195 River Road
Marietta, Pennsylvania 17547
(888) 877-0600

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Kathleen M. Shay, Esquire
Duane Morris
4200 One Liberty Place
Philadelphia, PA 19103-7396
(215) 979-1000

DEREGISTRATION OF SECURITIES

Pursuant to a Form S-2 Registration Statement (File No. 333-06787) filed with the SEC on June 25, 1996, Donegal Group registered 300,000 shares of its previously authorized common stock in connection with the Donegal Group Inc. Agency Stock Purchase Plan. A total of 13,234 shares of common stock was originally sold under the plan. Pursuant to Rule 416(a), the total number of shares of common stock then remaining, 286,766, was increased to 382,355 in July 1997 pursuant to a four-for-three stock split. Thereafter, an additional 26,816 shares of common stock were sold under the plan. Pursuant to Rule 416(a), the total number of shares of common stock then remaining, 355,539, was increased to 474,052 in July 1998 pursuant to a four-for-three stock split. Thereafter, an additional 126,923 shares of common stock were sold under the plan.

Effective as of the close of business on April 19, 2001, Donegal Group, pursuant to stockholder approval, (i) reclassified its previously authorized common stock into Class B common stock, (ii) effected a reverse stock split, as the result of which each three shares of previously authorized common stock were converted into one share of Class B common stock, (iii) authorized 30,000,000 shares of a new class of common stock with one-tenth of a vote per share designated as Class A common stock and (iv) declared a dividend of two shares of Class A common stock to be paid on each share of the Class B common stock outstanding at the close of business on April 19, 2001. In connection with the reverse stock split and the stock dividend, the plan was adjusted so that two-thirds of the shares that remained purchasable under the plan for the subscription period ending September 30, 2001 were shares of Class A common stock and one-third of the shares were shares of Class B common stock. The plan terminated on September 30, 2001.

Pursuant to the undertakings included in Item 17 of the Registration Statement on Form S-2 filed with the SEC on June 25, 1996 and as required by Item 512 of Regulation S-K of the Securities Act of 1933, Donegal Group hereby deregisters and removes from registration the 347,129 shares of previously authorized common stock registered under Registration Statement No. 333-06787 that remain unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-2 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Marietta, Pennsylvania, on January 8, 2002.

DONEGAL GROUP INC.

By: /s/ Donald H. Nikolaus

 Donald H. Nikolaus, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Donald H. Nikolaus ----- Donald H. Nikolaus	President, Chief Executive Officer and a Director (principal executive officer)	January 8, 2002
/s/ Ralph G. Spontak ----- Ralph G. Spontak	Senior Vice President, Chief Financial Officer and Secretary (principal financial and accounting officer)	January 8, 2002
* ----- C. Edwin Ireland	Director	January 8, 2002
* ----- Patricia A. Gilmartin	Director	January 8, 2002
* ----- Philip H. Glatfelter, II	Director	January 8, 2002

Signature

Title

Date

*

Director

January 8, 2002

R. Richard Sherbahn

*

Director

January 8, 2002

Thomas J. Finley, Jr.

*

Director

January 8, 2002

Robert S. Bolinger

Director

January , 2002

John J. Lyons

*By: /s/ Ralph G. Spontak

Ralph G. Spontak, as attorney in fact

*Signed pursuant to power of attorney