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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| | ess of Reporting Pers | | 2. Issuer Name and Ticker or Trading Symbol <u>DONEGAL GROUP INC</u> [DGICA] | (Check | tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner Official case in the Other (area if | | |
|--------------------------------|-----------------------|----------------|--|------------------------|---|--|--|
| (Last) 1195 RIVER RO | (First) DAD | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2016 | X | Officer (give title below) EVP & Chief Finance | Other (specify below) cial Officer | |
| (Street) MARIETTA (City) | PA (State) | 17547 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person | rting 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) | Code (Instr. | | | | | 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 | | | | | | | | 7,403 | D | |
| Class A Common Stock | | | | | | | | 28,077 | I | 401(k) Plan |
| Class B Common Stock | | | | | | | | 106 | D | |
| Class B Common Stock | | | | | | | | 478 | I | 401(k) Plan |

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

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|---|--|------------|------------------|---|------|--|-----|---|--------------------|---|--|--|--|---|--|
| 1. Title of Derivative Security (Instr. 3) | vative Conversion Date Execution Date, Irian or Exercise (Month/Day/Year) if any Control Contr | | Transa Code (| Transaction of Code (Instr. Derivative | | 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 | \$16.48 | 12/15/2016 | | A | | 40,000 | | 07/01/2017 | 12/15/2021 | Class A Common Stock | 40,000 | \$0 | 40,000 | D | |

Explanation of Responses:

Jeffrey D. Miller, EVP & Chief Einengiel Officer 12/19/2016

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.