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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| 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 APPROVAL             |           |  |  |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Person*<br>SHERBAHN R RICHARD |  |       | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>DONEGAL GROUP INC</u> [ DGICA ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>X Director 10% Owner     |
|--|--|-------|--|--|
| (Last)<br>1195 RIVER R   | Last) (First) (Middle)<br>195 RIVER ROAD |       | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/15/2011                           | Officer (give title Other (specify below) below)   |
| (Street)<br>MARIETTA   | reet)                                    |       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                 | 6. Individual or Joint/Group Filing (Check Applicable<br>Line)<br>X Form filed by One Reporting Person |
| (City)   | (State)                                  | (Zip) | _  | Form filed by More than One Reporting<br>Person  |

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)     | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------|--|---|-----------------------------|---|--------|---------------|---------|---|---|---|
|                                     |  |   | Code                        | v | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |
| Class A Common Stock <sup>(1)</sup> | 02/15/2011                                 |   | J                           | v | 52     | Α             | \$13.25 | 5,453   | D   |   |
| Class B Common Stock                |  |   |                             |   |        |               |         | 677   | D   |   |

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nu<br>of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5 | Expiration Date<br>(Month/Day/Year)<br>irred<br>osed<br>)<br>, r, 3, 4 |                     | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 5)<br>Derivative<br>Security (Instr. 3) |  | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|--|--|---------------------|---|-------|---|--|--|--|--|
|   |   |  |   | Code                         | v | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares  |  |  |  |  |

Explanation of Responses:

1. Dividend Reinvestment Plan

# Jeffrey D. Miller, by power of <u>attorney</u> (

02/18/2011

\*\* 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.