

DONEGAL GROUP INC
Form 4
June 05, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NIKOLAUS DONALD H

(Last) (First) (Middle)

1195 RIVER ROAD, PO BOX 302

(Street)

MARIETTA, PA 17547

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DONEGAL GROUP INC [DGICA]

3. Date of Earliest Transaction (Month/Day/Year)

06/04/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks / See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting 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)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	06/04/2015		M ⁽¹⁾		50,000 A \$ 14	D	
Class A Common Stock	06/04/2015		S		50,000 D \$ 14.8	D	
Class A Common Stock					176,345.957	I	401(k) Plan
Class A Common Stock					16,365.798	I	Spouse

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Stock						
Class A Common Stock		166,369	I		Family Foundation	
Class A Common Stock		12,668	I		Trust	
Class B Common Stock		130,210.44	D			
Class B Common Stock		51,705.828	I		401(k) Plan	
Class B Common Stock		589	I		Spouse	
Class B Common Stock		3,938	I		Family Foundation	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 14	06/04/2015		M ⁽¹⁾	50,000	03/01/2011	07/15/2015	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIKOLAUS DONALD H 1195 RIVER ROAD PO BOX 302 MARIETTA, PA 17547	X		See Remarks	See Remarks

Signatures

Donald H.
Nikolaus

06/05/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Exercise of employee stock options under Rule 16b-3. As reported in Table II of this Form 4 Report, the exercise of options resulted in the acquisition of 50,000 shares of Class A Common Stock under Rule 16b-3, as reported in Table I of this Form 4 Report, which were concurrently sold, as reported in Table I of this Form 4 Report.

Remarks:

Chairman of the Board and President. Reporting Person is President of Donegal Group Inc. ("DGI"), on medical leave of absence.

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

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