

DONEGAL GROUP INC  
Form 4  
May 04, 2015

**FORM 4**

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

OMB APPROVAL

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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 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, P.O. 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)

04/30/2015

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)
Class A common stock	04/30/2015		M <sup>(1)</sup>	125,000 A	\$ 14 234,389.869	D	
Class A common stock	04/30/2015		S	125,000 D	\$ 15.418 109,389.869	D	
Class A common stock					174,118.483	I	401(k) Plan
Class A common					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				51,637.532	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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(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock option (right to buy)	\$ 14	04/30/2015		M <sup>(1)</sup>	125,000	03/01/2011 07/15/2015	Class A common stock	125,000	

# Reporting Owners

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

# Signatures

/s/ Donald H.  
Nikolaus

05/04/2015

\*\*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 125,000 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 the President of Donegal Group Inc. ("DGI"), on medical leave of absence in his capacity as Chief Executive Officer.

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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