

SELECTIVE INSURANCE GROUP INC  
Form 8-A12B/A  
February 20, 2007  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 2

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

SELECTIVE INSURANCE GROUP, INC.

(Exact name of registrant as specified in its charter)

New Jersey  
(State of incorporation or organization)

22-2168890  
(I.R.S. Employer Identification No.)

40 Wantage Avenue, Branchville, New Jersey  
(Address of principal executive offices)

07890  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Preferred Share Purchase Rights

NASDAQ National Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. X

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### Item 1. Description of Registrant's Securities to be Registered.

On November 3, 1989, the Board of Directors of Selective Insurance Group, Inc. (the Company) declared a dividend of one preferred share purchase right (a Right) for each outstanding share of the Company's common stock, par value \$2.00 per share (Common Stock), to stockholders of record on November 17, 1989. On February 2, 1999, the Board of Directors approved an Amended and Restated Rights Agreement dated as of February 2, 1999 between the Company and First Chicago Trust Company of New York, as Rights Agent (the Amended and Restated Rights Agreement). Wells Fargo Bank, National Association, is Successor Rights Agent under the Amended and Restated Rights Agreement.

On January 30, 2007, the Board of Directors of the Company declared a two-for-one share division of the Company's common stock, par value \$2.00 per share (Common Stock), in the form of a share dividend of one additional share of Common Stock for each outstanding share of Common Stock issued by the Company (the Share Dividend). The Share Dividend is payable on February 20, 2007 to shareholders of record as of the close of business on February 13, 2007.

Pursuant to the Amended and Restated Rights Agreement, a Right is attached to each share of Common Stock. Pursuant to Section 11(n) of the Amended and Restated Rights Agreement, giving effect to the Share Dividend, each Right entitles the registered holder to purchase from the registrant one-half of one two-hundredth (the equivalent of one four-hundredth) of a share of the registrant's Series A Junior Preferred Stock at a price of \$80.00, subject to adjustment. The description and terms of the Rights are set forth in the Amended and Restated Rights Agreement.

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#### Item 2. Exhibits

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- 4.1 Amended and Restated Rights Agreement dated as of February 2, 1999 between Selective Insurance Group, Inc. and Wells Fargo Bank, National Association, as Successor Rights Agent (the Amended and Restated Rights Agreement ) (incorporated by reference herein to the Company's Current Report on Form 8-K filed February 4, 1999, File No. 0-8641).
- \*4.2 Certificate of Adjustment dated February 20, 2007 pursuant to the Amended and Restated Rights Agreement.
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\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 20, 2007

SELECTIVE INSURANCE GROUP, INC.

By: /s/ Gregory E. Murphy  
Name: Gregory E. Murphy  
Title: Chairman, President and  
Chief Executive Officer

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**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
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