

Edgar Filing: COMMERCE GROUP INC /MA - Form SC 13D

COMMERCE GROUP INC /MA
Form SC 13D
May 23, 2007

United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 23)

John Hancock Patriot Premium Dividend Fund II
(Name of Issuer)

Common Stock
(Title of Class of Securities)

41013T-10-5
(CUSIP Number)

The Commerce Group, Inc.
211 Main Street
Webster, MA 01570
(508) 943-9000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 14, 2007
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240. Rule 13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No.: 41013T-10-5

THE COMMERCE GROUP, INC.
SCHEDULE 13D
AMENDMENT No. 23
MAY 23, 2007

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Commerce Group Inc.
ID# 04-2599931
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)]
(b)]
3. SEC USE ONLY
4. SOURCE OF FUNDS [WC]
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|------------------------------|-----------|
| 7. SOLE VOTING POWER | 6,914,500 |
| 8. SHARED VOTING POWER | 0 |
| 9. SOLE DISPOSITIVE POWER | 6,914,500 |
| 10. SHARED DISPOSITIVE POWER | 0 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,914,500
12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
46.0%
14. TYPE OF REPORTING PERSON
[HC]

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THE COMMERCE GROUP, INC.
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ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of beneficial interest (the "Shares") of John Hancock Patriot Premium Dividend Fund II (the "Fund"), a Massachusetts business trust registered as an investment company under the Investment Company Act of 1940, as amended (the "Investment Company Act"). The principal executive offices of the Fund are located at 601 Congress Street, Boston, MA 02210.

ITEM 2. IDENTITY AND BACKGROUND

(a) - (c), (f) This Schedule 13D is being filed by The Commerce Group Inc. (the "Reporting Person"), a corporation formed under the laws of Massachusetts. The Reporting Person is a corporation whose principal offices are located at 211 Main Street, Webster, MA 01570.

(d) During the last five years, the Reporting Person has not been convicted in any criminal proceedings (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Reporting Person has not been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceedings was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activity subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The source of the funds used by the Reporting Person to purchase shares listed in Item 5(a) was working capital. This amount of the funds used to purchase such shares reported in Annex A aggregated approximately \$787,466.

ITEM 4. PURPOSE OF TRANSACTION

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No material change has taken place since the previous filing.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) The Fund's reports with the Securities and Exchange Commission report that 15,046,539 Shares are outstanding. Based upon such number, the Reporting Person beneficially owns 46.0% of the Fund's outstanding Shares.

(b) The Reporting Person is the beneficial owner (through its insurance subsidiary as listed below) of 6,914,500 shares, over which it has sole power of disposition and voting. Such number of Shares represents approximately 46.0% of the outstanding Shares.

| | Shares | Cost |
|--------------------------------|-----------|--------------|
| The Commerce Insurance Company | 6,914,500 | \$75,882,364 |

(c) During the most recent sixty-day period from March 16, 2007 through May 14, 2007, the Reporting Person has effected the following purchases of common stock, all of which were made on the New York Stock Exchange (see attached Annex A).

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(d) No person other than the Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock owned by the Reporting Person.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The Reporting Person does not have any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Fund, including, but not limited to, the transfer or voting of any such securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Annex A Item 5(c) Information

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MAY 23, 2007

THE COMMERCE GROUP INC.

/s/ Robert E. McKenna
Robert E. McKenna
Vice President and
Chief Accounting Officer

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ANNEX A
Item 5 (c) - Information

PDT 41013T-10-5 JOHN HANCOCK PATRIOT DIV FUND II

COMMERCE INSURANCE COMPANY
PURCHASES

From 3/16/07 - 5/14/07

| TRADE DATE | SETTLEMENT DATE | SHARES PURCHASED | PRICE PER SHARE | ACQUISITION COST |
|---------------|--------------------|---------------------|--------------------|---------------------|
| 03/16/07 | 03/22/07 | 11,100 | \$11.42 | \$ 127,158.27 |
| 03/19/07 | 03/22/07 | 1,500 | 11.46 | 17,242.50 |
| 03/20/07 | 03/23/07 | 7,000 | 11.53 | 80,948.70 |
| 03/21/07 | 03/26/07 | 5,200 | 11.61 | 60,546.20 |
| 03/22/07 | 03/27/07 | 3,300 | 11.71 | 38,758.50 |
| 04/18/07 | 04/23/07 | 6,100 | 11.74 | 71,827.50 |
| 04/19/07 | 04/24/07 | 2,700 | 11.75 | 31,819.50 |
| 05/07/07 | 05/10/07 | 17,500 | 11.85 | 207,999.75 |
| 05/08/07 | 05/11/07 | 7,000 | 11.88 | 83,419.00 |
| 05/09/07 | 05/14/07 | 1,600 | 11.86 | 19,032.00 |

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| | | | | |
|----------|----------|--------|-------|---------------|
| 05/10/07 | 05/15/07 | 3,300 | 11.86 | 39,238.65 |
| 05/14/07 | 05/17/07 | 800 | 11.81 | 9,476.00 |
| | TOTALS | 67,100 | | \$ 787,466.57 |