

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
TEMPORARY
FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1455002
OMB APPROVAL
OMB Number: 3235-0076
Expires: January 31, 2009
Estimated average burden hours per response..... 4.00

REC'D Mail Processing Section
JAN 12 2009
Washington, DC

PROCESSED
JAN 30 2009

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)
Liberty Mutual Group Inc. Exchange Offer

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 ( ) Rule 506 ( ) Section 4(6) ( ) ULOE

Type of Filing: ( ) New Filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)
Liberty Mutual Group Inc. ("Liberty Mutual") (Guarantors: LMHC Massachusetts Holdings Inc. ("Massachusetts Holdings"), Liberty Mutual Holding Company Inc. ("LMHC"), and Ohio Casualty Corporation ("OCC") with respect to exchange of notes originally issued by OCC or Safeco Corporation ("Safeco") with respect to exchange of notes originally issued by Safeco)

Address of Executive Offices (Number and Street, City, State, Zip Code)
175 Berkeley Street, Boston, Massachusetts 02117
Telephone Number (617) 357-9500

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)
Telephone Number

Brief Description of Business
Insurance holding company

Type of Business Organization

( ) corporation ( ) limited partnership, already formed ( ) other (please specify):
( ) business trust ( ) limited partnership, to be formed

Liberty Mutual: stock holding company; Massachusetts Holdings: stock holding company; LMHC: mutual holding company; OCC: corporation; Safeco: corporation

Actual or Estimated Date of Incorporation or Organization: Liberty Mutual: 11/01; Massachusetts Holdings: 11/01; LMHC: 11/01; OCC: 08/69; Safeco: 07/29
( ) Actual ( ) Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

Table with columns M, A, O, H (for OCC), W, A (for Safeco)



GENERAL INSTRUCTIONS

Note: This is a special Temporary Form D (17CER 239,500I) that is available to be filed instead of Form D CER 239,500 only to issuers that file with the Commission a notice on Temporary Form D (17 CER 239,500I) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239,500) but, if it does, the issuer must file amendments using Form D (17 CFR 239,500) and otherwise comply with all the requirements of §230.503I.

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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 : control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

LMHC Massachusetts Holdings Inc., all of whose issued and outstanding shares are owned by LMHC\*

Business or Residence Address (Number and Street, City, State, Zip Code)

175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner  
c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Full Name (Last name first, if individual)

Kelly, Edmund F.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Langwell, Dennis J.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Mansfield, Christopher C.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Legg, Dexter R.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Sayles, Helen E.R.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

Check Box(es) that Apply:     Promoter     Beneficial Owner     Executive Officer     Director     General and/or Managing Partner

Full Name (Last name first, if individual)

Yahia, Laurance H. S.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o LMHC 175 Berkeley Street, Boston, Massachusetts 02117

\* The directors and executive officers of Massachusetts Holdings are identical to the directors and executive officers of Liberty Mutual, except that Ms. Sayles is not an officer of Massachusetts Holdings.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Set forth below is information regarding LMHC's directors and executive officers as of September 30, 2008:

<b>Name</b>	<b>Position</b>
Edmund F. Kelly.....	Chairman, President and Chief Executive Officer
Michael J. Babcock.....	Director
Gary C. Butler.....	Director
Charles I. Clough, Jr. ....	Director
Gary L. Countryman.....	Director
Francis A. Doyle, III.....	Director
John P. Hamill .....	Director
Marian L. Heard .....	Director
John P. Manning.....	Director
Thomas J. May .....	Director
Stephen F. Page .....	Director
Ellen A. Rudnick .....	Director
Martin P. Slark.....	Director
William C. Van Faasen.....	Director
Annette M. Verschuren.....	Director
J. Paul Condrin, III .....	Executive Vice President and President, Personal Markets
A. Alexander Fontanes .....	Executive Vice President and Chief Investment Officer
Gary R. Gregg.....	Executive Vice President and President, Agency Markets
David H. Long.....	Executive Vice President and President, Commercial Markets
Thomas C. Ramey .....	Executive Vice President and Chairman and President, Liberty International
Dennis J. Langwell .....	Senior Vice President and Chief Financial Officer
Christopher C. Mansfield.....	Senior Vice President and General Counsel
Stuart M. McGuigan .....	Senior Vice President and Chief Information Officer
Robert T. Muleski.....	Senior Vice President and Corporate Actuary
Helen E.R. Sayles .....	Senior Vice President
Stephen G. Sullivan .....	Senior Vice President
John D. Doyle.....	Vice President and Comptroller
Dexter R. Legg .....	Vice President and Secretary
Laurance H.S. Yahia.....	Vice President and Treasurer

Set forth below is information regarding OCC's directors and executive officers as of December 9, 2008

Gary R. Gregg.....	Chairman, President, Chief Executive Officer, Chief Operating Officer
Michael J. Fallon .....	Director, Senior Vice President and Chief Financial Officer
Dennis J. Langwell .....	Director
Christopher C. Mansfield.....	Director
A. Alexander Fontanes .....	Executive Vice President and Chief Investment Officer
James E. Tuite.....	Treasurer
Dexter R. Legg .....	Secretary
Scott R. Goodby .....	Senior Vice President
Gary J. Ostrow	Vice President
Michael A. Winner	Vice President

Set forth below is information regarding Safeco's directors and executive officers as of December 9, 2008

Gary R. Gregg.....	Chairman, President, Chief Executive Officer
Michael J. Fallon .....	Director, Senior Vice President and Chief Financial Officer
Dennis J. Langwell .....	Director and Senior Vice President
Christopher C. Mansfield.....	Director, General Counsel and Senior Vice President
A. Alexander Fontanes .....	Executive Vice President and Chief Investment Officer
James E. Tuite.....	Treasurer
Dexter R. Legg .....	Secretary
Scott R. Goodby .....	Senior Vice President
Gary J. Ostrow	Vice President

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

Yes No

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? .....\$2,000

Yes No

3. Does the offering permit joint ownership of a single unit? .....  Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Banc of America Securities LLC (institutional investors only)

Business or Residence Address (Number and Street, City, State, Zip Code)

One Bryant Park, New York, New York 11036

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Citigroup Global Markets Inc. (institutional investors only)

Business or Residence Address (Number and Street, City, State, Zip Code)

390 - 388 Greenwich Street, New York, NY 10013-2396

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
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Full Name (Last name first, if individual)

Mitsubishi UFJ Securities (USA), Inc. (institutional investors only)

Business or Residence Address (Number and Street, City, State, Zip Code)

1251 Avenue of the Americas, Eleventh Floor, New York, NY 10020-1104

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Greenwich Capital Markets, Inc. (institutional investors only)

Business or Residence Address (Number and Street, City, State, Zip Code)

600 Steamboat Road, Greenwich, CT 06830

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

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| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

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| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

- |      |      |      |      |      |      |      |      |      |      |      |      |      |
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| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$704,000,000 _____	\$614,600,000* _____
Equity .....	\$0 _____	\$0 _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$0 _____	\$0 _____
Partnership Interests .....	\$0 _____	\$0 _____
Other (Specify _____) .....	\$0 _____	\$0 _____
<b>Total</b> .....	<b>\$704,000,000</b> _____	<b>\$614,600,000*</b> _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	118*	\$614,600,000* _____
Non-accredited Investors .....	0	\$0 _____
<b>Total (for filings under Rule 504 only)</b> .....	_____	<b>\$</b> _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

	Type of Security	Dollar Amount Sold
Type of offering .....	_____	\$ _____
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
<b>Total</b> .....	_____	<b>\$</b> _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$0** _____
Printing and Engraving Costs .....	<input type="checkbox"/> \$0** _____
Legal Fees .....	<input type="checkbox"/> \$0** _____
Accounting Fees .....	<input type="checkbox"/> \$0** _____
Engineering Fees .....	<input type="checkbox"/> \$0** _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$0** _____
Other Expenses (identify) .....	<input type="checkbox"/> \$0** _____
<b>Total</b> .....	<input type="checkbox"/> \$0** _____

\* Includes only amounts sold pursuant to Regulation D: \$280,558,000 aggregate principal amount of 4.875% Notes due 02/01/10 issued by Liberty Mutual and guaranteed by Massachusetts Holdings, LMHC and Safeco; \$164,356,000 aggregate principal amount of 7.25% Notes due 09/01/12 issued by Liberty Mutual and guaranteed by Massachusetts Holdings, LMHC and Safeco; and \$169,686,000 aggregate principal amount of 7.3% Notes due 06/15/14 issued by Liberty Mutual and guaranteed by Massachusetts Holdings, LMHC and OCC. / \*\* There will be no cash proceeds from this offering.

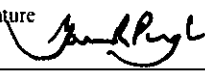
**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$704,000,000 \_\_\_\_\_
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Other (specify): Exchange of senior notes _____	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$704,000,000
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$704,000,000
Total Payments Listed (columns totals added).....		<input checked="" type="checkbox"/> \$704,000,000

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Liberty Mutual Group Inc.	Signature 	Date January 7, 2009
Name (Print or Type) James P. Digh	Title (Print or Type) Assistant Secretary	

**END**

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**