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MERCHANTS GROUP INC Form 8-K February 03, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 2, 2005

MERCHANTS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-9640 16-1280763 (Commission File Number) (I.R.S. Employer Identification No.) 250 Main Street, Buffalo, New York 14202 -----(Address of principal executive offices) (Zip Code) Registrant's telephone number, including area code: (716) 849-3333 (NOT APPLICABLE) (Former name or former address, if changed since last report) _____ Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2 below): [] Written communication pursuant to Rule 425 under the Securities Act (17 CFR

- 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

On February 2, 2005, Merchants Group, Inc. issued a press release announcing that they had retained Philo Smith Capital Corporation to help explore strategic alternatives for its long term development.

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Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished as part of this report:

Exhibit - 99 Press release dated February 2, 2005.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MERCHANTS GROUP, INC.

Date: February 2, 2005

By: /s/ Kenneth J. Wilson
----Kenneth J. Wilson

Kenneth J. Wilson Chief Financial Officer Treasurer

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