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UNITED STATES
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): October 27, 2005

HARLEYSVILLE GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware	0-14697	51-0241172
----- (State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
355 Maple Avenue, Harleysville, Pennsylvania		19438
----- (Address of principal executive offices)		(Zip Code)

(215) 256-5000

Registrant's telephone number, including area code

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:

- Written communications 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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 27, 2005, Harleysville Group Inc. issued a press release reporting its results for the third quarter of 2005 (furnished hereunder as Exhibit 99.1 and incorporated herein).

The information provided in this Form 8-K, Item 2.02, Results of Operations and Financial Condition, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

In addition to disclosing results that are determined in accordance with U. S. generally accepted accounting principles (GAAP), the company also discloses non-GAAP information on operating earnings. Management believes information on operating earnings is useful to investors. Management has historically employed operating earnings as a valuable measurement of the underlying profitability of the Company's insurance operations since it excludes the impact of the Company's investment results.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 99.1 Press release "Harleysville Group Reports Third Quarter 2005 Results" dated October 27, 2005.

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.

HARLEYSVILLE GROUP INC.
Registrant

/s/Arthur E. Chandler

October 27, 2005

Arthur E. Chandler
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated October 27, 2005 of Harleysville Group Inc. (furnished pursuant to Item 2.02 hereof).

HARLEYSVILLE GROUP REPORTS THIRD QUARTER 2005 RESULTS

Third quarter highlights:

- Record high operating earnings of \$0.54 per share
- Combined ratio improves by 4.1 points
- Strong cash flow drives net investment income growth
- Minimal impact from Hurricanes Katrina and Rita

HARLEYSVILLE, Pa., Oct. 27 /PRNewswire-FirstCall/ -- Harleysville Group Inc. (Nasdaq: HGIC) today reported record diluted operating income of \$0.54 per share for the third quarter of 2005, compared to \$0.29 per share in the third quarter of 2004. For the nine-month periods, the company reported diluted operating income of \$1.41 per share in 2005 and \$0.89 per share in 2004. Operating income is a non-GAAP financial measure defined by the company as net income excluding after-tax realized gains and losses on investments.

"Our solid third quarter results reflect continued improvement in our overall performance," commented Michael L. Browne, Harleysville Group's president and chief executive officer. "Our operating earnings increased 86 percent to an all-time high, our statutory combined ratio improved by 4.1 points, our strong year-to-date cash flow from operations continued to drive growth in net investment income, and we maintained a solid capital base and a strong balance sheet. I also want to note that Hurricanes Katrina and Rita had minimal impact on our financial results, in part due to our ongoing effort to effectively manage our catastrophe and windstorm exposures, which is a key component of our disciplined underwriting approach."

The company reported diluted net income of \$0.54 per share in the third quarter of 2005, compared to \$0.29 per share in the third quarter of 2004. There were essentially no realized investment gains in the third quarter of either year. For the nine-month periods, diluted net income was \$1.41 per share in 2005 and \$1.17 per share in 2004. For the nine months, the company reported no realized investment gains in 2005, compared to \$0.28 per share in 2004. Harleysville Group's third quarter 2005 results also reflect claims costs of \$2.4 million pretax, or \$0.05 per share after tax, from all weather-related catastrophes, compared to \$6.1 million pretax, or \$0.13 per share after tax, in the third quarter of 2004.

Harleysville Group's overall statutory combined ratio* was 102.5 percent in the third quarter of 2005, compared to 106.6 percent in the third quarter of 2004. For the nine months, the statutory combined ratio was 102.8 percent in 2005, versus 106.4 percent in 2004.

Third quarter net written premiums were \$206.6 million in 2005, compared to \$209.9 million in 2004. Net written premiums through nine months were \$640.6 million in 2005 and \$639.0 million in 2004.

Third quarter pretax investment income increased 7 percent to \$23.1 million, while nine-month pretax investment income was up 4 percent to \$67.4 million. After-tax investment income grew 6 percent in the third quarter to \$17.5 million, and increased 3 percent to \$51.5 million during the nine-month period. Operating cash flow for the nine months was \$115.9 million, compared to \$70.2 million in the first nine months of 2004.

Commercial lines -- Net written premiums in commercial lines were virtually unchanged in the third quarter of 2005 at \$167.4 million. For the nine months, net written premiums were up 3 percent to \$528.7 million. The commercial lines statutory combined ratio was 104.7 percent in the third quarter of 2005, versus 108.6 percent in the third quarter of 2004. For the nine months, the statutory combined ratio was 103.9 percent in 2005, compared to 106.7 percent in 2004.

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Personal lines -- Harleysville Group's personal lines statutory combined ratio was 92.8 percent in the third quarter of 2005, versus 99.0 percent during the third quarter of 2004. For the nine months, the statutory combined ratio was 97.9 percent in 2005, compared to 105.3 percent in 2004. Net written premiums decreased 9 percent to \$39.2 million in the third quarter of 2005, and were down 10 percent to \$111.9 million during the nine months.

Outlook -- "Through the first nine months of 2005, we have made steady progress toward our goal of achieving underwriting profitability - that is, producing an overall combined ratio under 100 percent - in 2006," Browne said. "As I've noted previously, we will not compromise underwriting quality to meet a near-term growth goal. Instead, we will maintain our discipline as we focus on our goal of achieving an underwriting profit. We will continue to work closely with our agency force and rely heavily on them in order to reach this important objective."

Webcast -- The company will host a live Webcast today, October 27, 2005, at 8 a.m. (ET) to discuss its third quarter results. The Webcast and a replay will be available from the Investors section of the company's Web site (<http://www.harleysvillegroup.com>).

GAAP and non-GAAP financial measures -- The company uses a non-GAAP financial measure called "operating income" that management believes is useful to investors because it illustrates the performance of normal, ongoing operations, which is important in understanding and evaluating the company's financial condition and results of operations. While this measure is utilized by investors to evaluate performance, it is not a substitute for the U.S. GAAP financial measure of net income. Therefore, a reconciliation of this non-GAAP financial measure to the U.S. GAAP financial measure of net income is provided following the Consolidated Statements of Income contained in this release. Management also uses operating income for, among other things, goal setting, determining employee and senior management compensation, and evaluating performance.

Corporate profile -- Harleysville Insurance is a leading regional provider of insurance products and services for small and mid-sized businesses, as well as for individuals, and ranks among the top 60 U.S. property/casualty insurance groups based on net written premiums. Harleysville Mutual Insurance Company owns 56 percent of Harleysville Group Inc. (Nasdaq: HGIC), a publicly traded holding company for nine regional property/casualty insurance companies collectively rated A- (Excellent) by A.M. Best Company. Harleysville Insurance - which distributes its products exclusively through independent insurance agencies and reflects that commitment to its agency force by being a Trusted Choice(R) member company - currently operates in 32 eastern and Midwestern states. Further information can be found on the company's Web site at <http://www.harleysvillegroup.com>.

* "Statutory combined ratio" is a non-GAAP measure of underwriting profitability and is based on numbers determined under statutory accounting practices as filed with state insurance regulators. It is the sum of the ratio of losses to premiums earned plus the ratio of underwriting expenses to premiums written. A ratio of less than 100 percent indicates underwriting profitability.

Certain of the statements contained herein (other than statements of historical facts) are forward-looking statements. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and include estimates and assumptions related to economic, competitive and legislative developments. These forward-looking statements are subject to change and uncertainty that are, in many instances, beyond the company's control and have been made based upon management's expectations and beliefs concerning future developments and their potential effect on Harleysville Group Inc. There can be no assurance that future developments will be in accordance with management's expectations so that the effect of future developments on Harleysville Group will be those anticipated by management. Actual financial results including premium growth and underwriting results could differ materially from those anticipated by Harleysville Group depending on the outcome of certain factors, which may include changes in property and casualty loss trends and reserves; catastrophe losses; the insurance product pricing environment; changes in applicable law; government regulation and changes therein that may impede the ability to charge adequate rates; changes in accounting principles; performance of the financial markets; fluctuations in interest rates; availability and price of reinsurance; and the status of the labor markets in which the company operates.

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Harleysville Group Inc. and Subsidiaries

FINANCIAL HIGHLIGHTS

<TABLE>
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(in thousands, except per share data)	Quarter ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
OPERATING RESULTS				
Diluted earnings per common share:				
Operating income*	\$ 0.54	\$ 0.29	\$ 1.41	\$ 0.89
Realized gains, net of tax				0.28
Net income	\$ 0.54	\$ 0.29	\$ 1.41	\$ 1.17
Cash dividends per common share	\$ 0.175	\$ 0.17	\$ 0.515	\$ 0.51

FINANCIAL CONDITION

	September 30, 2005	December 31, 2004
Assets	\$ 2,837,649	\$ 2,718,063
Shareholders' equity	\$ 603,685	\$ 587,924
Per common share	\$ 19.79	\$ 19.47

CONSOLIDATED STATEMENTS OF INCOME

<TABLE>
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(in thousands, except per share data)	Quarter ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
REVENUES:				
Premiums earned	\$ 212,327	\$ 212,641	\$ 628,872	\$ 627,241
Investment income, net of investment expense	23,064	21,499	67,403	64,578
Realized investment gains (losses)	(1)	104	67	12,651
Other income	3,811	4,024	12,252	12,259
Total revenues	239,201	238,268	708,594	716,729
LOSSES AND EXPENSES:				
Losses and loss settlement expenses	139,078	153,944	430,943	453,765
Amortization of deferred policy acquisition costs	53,163	52,150	156,124	153,536
Other underwriting expenses	22,851	18,154	57,984	57,518
Interest expense	1,660	1,587	4,945	4,730
Other expenses	1,036	2,764	4,306	5,449
Total expenses	217,788	228,599	654,302	674,998
Income before income taxes	21,413	9,669	54,292	41,731
Income taxes	4,972	789	11,342	6,630
Net income	\$ 16,441	\$ 8,880	\$ 42,950	\$ 35,101
Weighted average number of shares outstanding:				
Basic	30,428,342	30,062,573	30,329,666	29,994,621
Diluted	30,588,573	30,153,074	30,486,164	30,090,932
Per common share:				
Basic earnings	\$ 0.54	\$ 0.30	\$ 1.42	\$ 1.17
Diluted earnings	\$ 0.54	\$ 0.29	\$ 1.41	\$ 1.17

RECONCILIATION TO OPERATING INCOME:

Net income	\$ 16,441	\$ 8,880	\$ 42,950	\$ 35,101
Less realized investment gains (losses), net of taxes	(1)	68	43	8,223
Operating income	\$ 16,442	\$ 8,812	\$ 42,907	\$ 26,878

These financial figures are unaudited.

*Operating income is a non-GAAP financial measure defined by the company as net income excluding after-tax realized gains and losses on investments.

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Harleysville Group Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

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(in thousands, except share data)	September 30, 2005*	December 31, 2004
-----	-----	-----
<S>	<C>	<C>
ASSETS		
Investments:		
Fixed maturities:		
Held to maturity, at amortized cost (fair value \$486,083 and \$519,400)	\$ 478,490	\$ 501,322
Available for sale, at fair value (amortized cost \$1,293,284 and \$1,156,640)	1,312,866	1,201,524
Equity securities, at fair value (cost \$138,513 and \$ 110,495)	177,085	150,249
Short-term investments, at cost, which approximates fair value	64,945	113,822
Total investments	2,033,386	1,966,917
Cash	3,671	328
Premiums in course of collection	143,476	141,601
Reinsurance receivable	229,448	193,209
Accrued investment income	22,376	23,236
Deferred policy acquisition costs	106,603	100,755
Prepaid reinsurance premiums	34,884	32,675
Property and equipment, net	17,981	20,891
Deferred income taxes	63,130	53,137
Securities lending collateral	121,393	139,486
Due from affiliate	15,885	
Other assets	45,416	45,828
Total assets	\$ 2,837,649	\$ 2,718,063
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Unpaid losses and loss settlement expenses	\$ 1,448,538	\$ 1,317,735
Unearned premiums	455,645	441,697
Accounts payable and accrued expenses	89,328	99,098
Securities lending obligation	121,393	139,486
Debt	119,060	119,625
Due to affiliate		12,498
Total liabilities	2,233,964	2,130,139
Shareholders' equity:		
Preferred stock, \$1 par value; authorized 1,000,000 shares; none issued		
Common stock, \$1 par value, authorized 80,000,000 shares; issued 31,909,360 and 31,589,474 shares; outstanding 30,511,451 and 30,191,565 shares	31,909	31,589
Additional paid-in capital	167,704	161,689
Accumulated other comprehensive income	24,837	42,051
Retained earnings	404,582	377,282
Deferred compensation	(860)	(200)
Treasury stock, at cost, 1,397,909 shares	(24,487)	(24,487)
Total shareholders' equity	603,685	587,924
Total liabilities and shareholders' equity	\$ 2,837,649	\$ 2,718,063

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*These financial figures are unaudited.

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Harleysville Group Inc. and Subsidiaries

SUPPLEMENTARY FINANCIAL ANALYSTS' DATA

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(dollars in thousands)	Quarter ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
Net premiums written*	\$ 206,594	\$ 209,914	\$ 640,610	\$ 639,035
Statutory surplus*			\$ 549,049	\$ 498,093
Pretax investment income	\$ 23,064	\$ 21,499	\$ 67,403	\$ 64,578
Related federal income taxes	5,553	4,926	15,940	14,615
After-tax investment income	\$ 17,511	\$ 16,573	\$ 51,463	\$ 49,963

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SEGMENT INFORMATION

<TABLE>

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(dollars in thousands)	Quarter ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
Revenues:				
Premiums earned:				
Commercial lines	\$ 173,948	\$ 169,680	\$ 512,119	\$ 495,791
Personal lines	38,379	42,961	116,753	131,450
Total premiums earned	212,327	212,641	628,872	627,241
Net investment income	23,064	21,499	67,403	64,578
Realized investment gains (losses)	(1)	104	67	12,651
Other	3,811	4,024	12,252	12,259
Total revenues	\$ 239,201	\$ 238,268	\$ 708,594	\$ 716,729
Income before income taxes:				
Underwriting gain (loss):				
Commercial lines	\$ (5,742)	\$ (13,517)	\$ (25,740)	\$ (39,523)
Personal lines	2,497	344	4,028	(4,506)
SAP underwriting loss	(3,245)	(13,173)	(21,712)	(44,029)
GAAP adjustments	480	1,566	5,533	6,451
GAAP underwriting loss	(2,765)	(11,607)	(16,179)	(37,578)
Net investment income	23,064	21,499	67,403	64,578
Realized investment gains (losses)	(1)	104	67	12,651
Other	1,115	(327)	3,001	2,080
Income before income taxes	\$ 21,413	\$ 9,669	\$ 54,292	\$ 41,731
Income taxes on net investment income	\$ 5,553	\$ 4,926	\$ 15,940	\$ 14,615
Income tax benefit on remaining loss	(581)	(4,137)	(4,598)	(7,985)
Total income taxes	\$ 4,972	\$ 789	\$ 11,342	\$ 6,630
Effective tax rate on:				
Net investment income	24.1%	22.9%	23.6%	22.6%
Net income	23.2%	8.2%	20.9%	15.9%

</TABLE>

These financial figures are unaudited.

*Statutory data is a non-GAAP measure. Because it is prepared in accordance with statutory accounting rules as defined by the National Association of Insurance Commissioners' Accounting Practices and Procedures Manual, a reconciliation to GAAP is not required.

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Harleysville Group Inc. and Subsidiaries

STATUTORY DATA BY LINE OF BUSINESS*

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<CAPTION>

(dollars in thousands)	Quarter ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
<S>	<C>	<C>	<C>	<C>
Net premiums written:				
Commercial:				
Automobile	\$ 54,109	\$ 55,119	\$ 171,873	\$ 174,247
Workers' compensation	24,622	23,817	74,534	74,729
Commercial multi-peril	73,285	70,557	230,816	215,560
Other commercial	15,375	17,181	51,465	50,343
Total commercial	\$ 167,391	\$ 166,674	\$ 528,688	\$ 514,879
Personal:				
Automobile	\$ 20,544	\$ 23,993	\$ 60,670	\$ 70,653
Homeowners	16,473	16,910	44,603	46,392
Other personal	2,186	2,337	6,649	7,111
Total personal	\$ 39,203	\$ 43,240	\$ 111,922	\$ 124,156
Total personal and commercial	\$ 206,594	\$ 209,914	\$ 640,610	\$ 639,035
Combined ratios:				
Commercial:				
Automobile	104.5%	103.8%	100.8%	103.8%
Workers' compensation	118.6%	131.2%	122.6%	125.4%
Commercial multi-peril	101.0%	105.8%	102.0%	105.4%
Other commercial	102.5%	103.4%	95.9%	93.5%
Total commercial	104.7%	108.6%	103.9%	106.7%
Personal:				
Automobile	98.1%	113.0%	102.8%	114.0%
Homeowners	88.8%	78.3%	94.5%	91.2%
Other personal	67.5%	88.0%	73.1%	103.8%
Total personal	92.8%	99.0%	97.9%	105.3%
Total personal and commercial	102.5%	106.6%	102.8%	106.4%
Losses paid	\$ 108,074	\$ 128,077	\$ 338,407	\$ 404,792
Net catastrophe losses incurred	\$ 2,414	\$ 6,091	\$ 4,038	\$ 9,977

</TABLE>

These financial figures are unaudited.

*Statutory data is a non-GAAP measure. Because it is prepared in accordance with statutory accounting rules as defined by the National Association of Insurance Commissioners' Accounting Practices and Procedures Manual, a reconciliation to GAAP is not required.

SOURCE Harleysville Group Inc.

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(HGIC)