

HANOVER INSURANCE GROUP, INC.
 Form 4
 November 04, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HUBER J KENDALL

2. Issuer Name and Ticker or Trading Symbol
 HANOVER INSURANCE GROUP, INC. [THG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.
 (E-10)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2014

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 Executive Vice President

WORCESTER, MA 01653

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/31/2014 | | M | | 15,000 | A | \$ 34.19 |
| | | | | | | | 61,260 |
| Common Stock | 10/31/2014 | | S | | 15,000 | D | \$ 67.0527 |
| | | | | | | | 46,260 |
| Common Stock | 10/31/2014 | | M | | 20,000 | A | \$ 42.15 |
| | | | | | | | 66,260 |
| Common Stock | 10/31/2014 | | S | | 20,000 | D | \$ 66.954 |
| | | | | | | | 46,260 |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock Option (right to buy) | \$ 34.19 | 10/31/2014 | | M | 15,000 | <u>(3)</u> 02/23/2019 | Common Stock | 15,000 |
| Common Stock Option (right to buy) | \$ 42.15 | 10/31/2014 | | M | 20,000 | <u>(4)</u> 02/26/2020 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUBER J KENDALL C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-10) WORCESTER, MA 01653 | | | Executive Vice President | |

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

11/04/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$66.99 to \$67.12, inclusive. The Reporting Person undertakes to provide The Hanover Insurance Group, Inc. ("THG"), any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$66.89 to \$67.00, inclusive. The Reporting Person undertakes to provide THG, any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (2) The option, representing the right to purchase 20,000 shares of the Issuer's Common Stock, vested as to 50% on February 23, 2012, and the remaining 50% vested on February 23, 2013.
- (3) The option, representing the right to purchase 20,000 shares of the Issuer's Common Stock, vested as to 50% on February 26, 2013, and the remaining 50% vested on February 26, 2014.
- (4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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