

HANOVER INSURANCE GROUP, INC.  
 Form 4  
 November 16, 2006

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**PARRY EDWARD J III**

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP & CFO

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.  
 (E-6)

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

WORCESTER, MA 01653

(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)		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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	11/14/2006		M		50,000 A \$ 36.88	82,364	D	
Common Stock	11/14/2006		M		11,500 A \$ 35.375	93,864	D	
Common Stock	11/14/2006		S		300 D \$ 48.12	93,564	D	
Common Stock	11/14/2006		S		100 D \$ 48.11	93,464	D	
	11/14/2006		S		700 D \$ 48.09	92,764	D	

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Common Stock							
Common Stock	11/14/2006	S	1,000	D	\$ 48.08	91,764	D
Common Stock	11/14/2006	S	800	D	\$ 48.07	90,964	D
Common Stock	11/14/2006	S	100	D	\$ 48.06	90,864	D
Common Stock	11/14/2006	S	1,000	D	\$ 48	89,864	D
Common Stock	11/14/2006	S	100	D	\$ 47.99	89,764	D
Common Stock	11/14/2006	S	400	D	\$ 47.96	89,364	D
Common Stock	11/14/2006	S	200	D	\$ 47.91	89,164	D
Common Stock	11/14/2006	S	500	D	\$ 47.9	88,664	D
Common Stock	11/14/2006	S	600	D	\$ 47.86	88,064	D
Common Stock	11/14/2006	S	200	D	\$ 47.84	87,864	D
Common Stock	11/14/2006	S	500	D	\$ 47.83	87,364	D
Common Stock	11/14/2006	S	100	D	\$ 47.82	87,264	D
Common Stock	11/14/2006	S	848	D	\$ 47.8	86,416	D
Common Stock	11/14/2006	S	1,000	D	\$ 47.79	85,416	D
Common Stock	11/14/2006	S	700	D	\$ 47.78	84,716	D
Common Stock	11/14/2006	S	300	D	\$ 47.75	84,416	D
Common Stock	11/14/2006	S	400	D	\$ 47.74	84,016	D
Common Stock	11/14/2006	S	700	D	\$ 47.73	83,316	D
Common Stock	11/14/2006	S	2,000	D	\$ 47.72	81,316	D
	11/14/2006	S	1,252	D	\$ 47.71	80,064	D

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Common Stock							
Common Stock	11/14/2006	S	2,700	D	\$ 47.7	77,364	D
Common Stock	11/14/2006	S	900	D	\$ 47.69	76,464	D
Common Stock	11/14/2006	S	1,100	D	\$ 47.68	75,364	D
Common Stock	11/14/2006	S	400	D	\$ 47.66	74,964	D
Common Stock	11/14/2006	S	400	D	\$ 47.63	74,564 <sup>(1)</sup>	D <sup>(2)</sup>

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

**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.**

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.88	11/14/2006		M	50,000	<sup>(3)</sup> 02/27/2014	Common Stock	50,000
Stock Option (Right to Buy)	\$ 35.375	11/14/2006		M	11,500	<sup>(4)</sup> 05/20/2007	Common Stock	11,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

PARRY EDWARD J III  
C/O THE HANOVER INSURANCE GROUP, INC.  
440 LINCOLN ST. (E-6)  
WORCESTER, MA 01653

X

EVP & CFO

## Signatures

Edward J. Parry,  
III 11/16/2006

\*\*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).
- (1) Maximum number of entries reached on this form. An additional Form 4 is being filed on the date hereof to report additional transactions by reporting person on November 14, 2006.
- (2) Additional 2,415 shares held indirectly pursuant to deferral agreement and 29 shares held indirectly by 401(k) plan.
- (3) Option to purchase pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Option vested 25% on February 27, 2005; 25% on February 27, 2006; and the remaining 50% will vest on February 27, 2007.
- (4) Option to purchase pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Option vested 20% on each of May 20, 1998; May 20, 1999; May 20, 2000; May 20, 2001; and May 20, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.