

HUBER J KENDALL  
Form 4  
May 02, 2013

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

(Last) (First) (Middle)  
THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2013

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/01/2013		M <sup>(3)</sup>	40,000	A	\$ 36.88	96,505 D
Common Stock	05/01/2013		S <sup>(3)</sup>	10,000	D	\$ 49.13	86,505 D
Common Stock	05/01/2013		S <sup>(3)</sup>	10,000	D	\$ 49.14	76,505 D
Common Stock	05/01/2013		S <sup>(3)</sup>	20,000	D	\$ 49.15	56,505 D
Common Stock	05/01/2013		M <sup>(3)</sup>	21,000	A	\$ 36.5	77,505 D

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Common Stock      05/01/2013      S<sup>(3)</sup>      21,000      D      \$ 49.14      56,505      D

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.**

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(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)	\$ 36.88	05/01/2013		M <sup>(3)</sup>	40,000	<sup>(1)</sup> 02/27/2014	Common Stock	40,000
Common Stock Option (Right to Buy)	\$ 36.5	05/01/2013		M <sup>(3)</sup>	21,000	<sup>(2)</sup> 02/07/2015	Common Stock	21,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HUBER J KENDALL  
THE HANOVER INSURANCE GROUP, INC.  
440 LINCOLN ST.  
WORCESTER, MA 01653

Executive Vice President

## Signatures

Walter H. Stowell pursuant to Confirming Statement

05/02/2013

\_\_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) 10,000 options vested on 2/27/05, 10,000 options vested on 2/27/06, and 20,000 options vested on 2/27/07.
- (2) 5,250 options vested on 2/7/06, 5,250 options vested on 2/7/07, and 10,500 options vested on 2/7/08.
- (3) Exercise of options and subsequent sale of shares reported on this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on 2/25/13.

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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