

EPPINGER FREDERICK H  
Form 4  
May 06, 2013

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

OMB APPROVAL

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**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 \*  
EPPINGER FREDERICK H

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)  
05/03/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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

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) (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  | Price  |   |
| Common Stock                    | 05/03/2013                           |  | M <sup>(1)</sup>               |   | 100,000   | \$ 23.58   | A 208,375 D   |
| Common Stock                    | 05/03/2013                           |  | F <sup>(1)</sup>               |   | 71,923  | \$ 50.36   | D 136,452 D <sup>(2)</sup>                            |

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

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(9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Common Stock Option (right to buy)         | \$ 23.58   | 05/03/2013                           |  | M <sup>(1)</sup>               | 100,000   | <sup>(3)</sup> 08/28/2013                                | Common Stock 100,000  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| EPPINGER FREDERICK H<br>THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST<br>WORCESTER, MA 01653 | X             |           | President & CEO |       |

## Signatures

Walter H. Stowell pursuant to Confirming Statement 05/06/2013

\*\*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).
- Mr. Eppinger "net exercised" 100,000 options. The options were granted to Mr. Eppinger in 2003 when he joined the Company, and were
- (1) scheduled to expire in August 2013. A total 71,923 shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercise, resulting in a net issuance of 28,077 shares to, and held by, Mr. Eppinger.
  - (2) Does not include 160,362 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
  - (3) 25% of the options vested on 8/28/04, 25% of the options vested on 8/28/05 and the remaining 50% of the options vested on 8/28/06.

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