

HANOVER INSURANCE GROUP, INC.  
 Form 4  
 May 06, 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 \*  
 TRANTER GREGORY D

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)

Executive Vice President

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) (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                    | 05/05/2014                           |  | M                              |   | 10,000  | A  | \$ 46.47  |
|                                 |                                      |  |                                |   |   |  | 45,735  |
| Common Stock                    | 05/05/2014                           |  | S                              |   | 10,000  | D  | \$ 59.0133  |
|                                 |                                      |  |                                |   |   |  | (1) 35,735  |
| Common Stock                    | 05/05/2014                           |  | M                              |   | 8,750   | A  | \$ 42.49  |
|                                 |                                      |  |                                |   |   |  | 44,485  |
| Common Stock                    | 05/05/2014                           |  | S                              |   | 8,750   | D  | \$ 58.8993  |
|                                 |                                      |  |                                |   |   |  | 35,735  |

(2)

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Option (right to buy)         | \$ 46.47   | 05/05/2014                           |  | M                              | 10,000  | <u>(3)</u> 02/28/2021                                    | Common Stock  | 10,000                     |
| Common Stock Option (right to buy)         | \$ 42.49   | 05/05/2014                           |  | M                              | 8,750   | <u>(4)</u> 02/26/2023                                    | Common Stock  | 8,750                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| TRANTER GREGORY D<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST. (E-6)<br>WORCESTER, MA 01653 |               |           | Executive<br>Vice<br>President |       |

## Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

05/06/2014

\*\*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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$58.85 to \$59.19, 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.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$58.80 to \$59.05, 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.

(3) The option, representing the right to purchase a total of 20,000 shares, vested 50% on 2/28/14, and the remaining 50% will vest on 2/28/15.

(4) The option, representing the right to purchase a total of 26,250 shares, vested as to a third on 2/26/14, a third will vest on 2/26/15, and the remaining third will vest on 2/26/16.

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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