PARRY EDWARD J III

Form 4 May 03, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * PARRY EDWARD J III

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HANOVER INSURANCE GROUP,

(Check all applicable)

EVP & CFO

INC. [THG]

3. Date of Earliest Transaction

(Middle)

_X__ Director

10% Owner Other (specify

(Month/Day/Year)

X_ Officer (give title below)

C/O THE HANOVER INSURANCE 05/02/2007

GROUP, INC., 440 LINCOLN ST.

(Street)

(First)

(E-6)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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 ior(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/02/2007		Code V M	Amount 50,000	(D)	Price \$ 44.05	(Instr. 3 and 4) 105,719	D	
Common Stock	05/02/2007		M	50,000	A	\$ 36.88	155,719	D	
Common Stock	05/02/2007		M	24,500	A	\$ 36.5	180,219	D	
Common Stock	05/02/2007		S	1,300	D	\$ 47.75	178,919	D	
	05/02/2007		S	200	D		178,719	D	

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Common Stock					\$ 47.71		
Common Stock	05/02/2007	S	1,000	D	\$ 47.7	177,719	D
Common Stock	05/02/2007	S	500	D	\$ 47.69	177,219	D
Common Stock	05/02/2007	S	400	D	\$ 47.68	176,819	D
Common Stock	05/02/2007	S	100	D	\$ 47.67	176,719	D
Common Stock	05/02/2007	S	93,600	D	\$ 47.66	83,119	D
Common Stock	05/02/2007	S	1,100	D	\$ 47.65	82,019	D
Common Stock	05/02/2007	S	700	D	\$ 47.61	81,319	D
Common Stock	05/02/2007	S	300	D	\$ 47.6	81,019	D
Common Stock	05/02/2007	S	500	D	\$ 47.59	80,519	D
Common Stock	05/02/2007	S	100	D	\$ 47.58	80,419	D
Common Stock	05/02/2007	S	1,300	D	\$ 47.57	79,119	D
Common Stock	05/02/2007	S	500	D	\$ 47.56	78,619	D
Common Stock	05/02/2007	S	6,600	D	\$ 47.55	72,019	D
Common Stock	05/02/2007	S	500	D	\$ 47.54	71,519	D
Common Stock	05/02/2007	S	700	D	\$ 47.53	70,819	D
Common Stock	05/02/2007	S	1,700	D	\$ 47.52	69,119	D
Common Stock	05/02/2007	S	400	D	\$ 47.51	68,719	D
Common Stock	05/02/2007	S	12,300	D	\$ 47.5	56,419	D
Common Stock	05/02/2007	S	200	D	\$ 47.48	56,219	D
	05/02/2007	S	300	D		55,919	D

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Common Stock					\$ 47.45		
Common Stock	05/02/2007	S	200	D	\$ 47.33	55,719 (1)	D

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.05	05/02/2007		M		50,000	(2)	01/02/2012	Common Stock	50,000
Stock Option (Right to Buy)	\$ 36.88	05/02/2007		M		50,000	<u>(3)</u>	02/27/2014	Common Stock	50,000
Stock Option (Right to Buy)	\$ 36.5	05/02/2007		M		24,500	<u>(4)</u>	02/07/2015	Common Stock	24,500

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					

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Signatures

Edward J. Parry, 05/03/2007

**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) Additional 29 shares held indirectly in 401(k) plan.
- Option to purchase granted on January 2, 2002 under Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on January 2, 2003; 25% on January 2, 2004; and the remaining 50% on January 2, 2005.
- Option to purchase granted on February 27, 2004 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 27, 2005; 25% on February 27, 2006; and the remaining 50% on February 27, 2007.
- Option to purchase granted on February 7, 2005 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 7, 2006; 25% on February 7, 2007; and the remaining 50% will vest on February 7, 2008.

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.

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