EPPINGER FREDERICK H

Form 4

January 24, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number:

3235-0287

Expires:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * EPPINGER FREDERICK H

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HANOVER INSURANCE GROUP,

(Check all applicable)

INC. [THG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Code V

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Month/Day/Year) 01/20/2012

below)

President & CEO

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST

(Street)

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

WORCESTER, MA 01653

Common

Stock

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 3.

1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

01/20/2012

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Price (D) Amount

(A)

 $A^{(1)}$ \$0 $100,137 \stackrel{(2)}{=}$ 13,750 Α D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Common Stock Option (Right to Buy)	\$ 36.81	01/20/2012		A	120,000		(3)	01/20/2022	Common Stock	120,000

Reporting Owners

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

Signatures

Walter H. Stowell pursuant to Confirming
Statement
01/24/2012

**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) Grant of restricted stock pursuant to Issuer's 2006 Long-Term Incentive Plan. The restricted shares vest on the second anniversary of the grant date.
- (2) Does not include 159,870 shares deferred by Reporting Person and held indirectly in a Rabbi Trust.
- (3) The option vests 50% on the third anniversary of grant and 50% on the fourth anniversary of grant.

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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