

HANOVER INSURANCE GROUP, INC.

Form 4

May 07, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZURAITIS MARITA

(Last) (First) (Middle)

THE HANOVER INSURANCE
GROUP, INC., 440 LINCOLN
STREET

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
HANOVER INSURANCE GROUP,
INC. [THG]

3. Date of Earliest Transaction
(Month/Day/Year)
05/03/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	05/03/2013		M ⁽¹⁾		54,250	A	\$ 48.46	127,774	D
Common Stock	05/03/2013		F ⁽¹⁾		53,170	D	\$ 50.36	74,604	D
Common Stock	05/03/2013		M ⁽¹⁾		50,000	A	\$ 34.19	124,604	D
Common Stock	05/03/2013		F ⁽¹⁾		41,524	D	\$ 50.36	83,080	D
	05/03/2013		M ⁽¹⁾		22,500	A		105,580	D

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Common Stock						\$ 42.15	
Common Stock	05/03/2013	F ⁽¹⁾	20,564	D		\$ 50.36	85,016 ⁽²⁾ 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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy)	\$ 48.46	05/03/2013		M ⁽¹⁾		54,250		⁽³⁾	02/23/2017	Common Stock	54,250
Common Stock Option (right to buy)	\$ 34.19	05/03/2013		M ⁽¹⁾		50,000		⁽⁴⁾	02/23/2019	Common Stock	50,000
Comon Stock Option (right to buy)	\$ 42.15	05/03/2013		M ⁽¹⁾		22,500		⁽⁵⁾	02/26/2020	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZURAITIS MARITA
THE HANOVER INSURANCE GROUP, INC.

Executive Vice President

440 LINCOLN STREET
WORCESTER, MA 01653

Signatures

Walter H. Stowell pursuant to Confirming
Statement

05/07/2013

__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).

- Ms. Zuraitis "net exercised" an aggregate of 126,750 options. Such options were granted in 2007, 2009 and 2010. A total of 115,258
- (1) shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercises, resulting in a net issuance of 11,492 shares to Ms. Zuraitis.
 - (2) Does not include 28,984 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
 - (3) 25% of the options vested on 2/23/08, 25% of the options vested on 2/23/09, and the remaining 50% of the options vested on 2/23/10.
 - (4) 50% of the options vested on 2/23/12, and the remaining 50% of the options vested on 2/23/13.
 - (5) 50% of the options vested on 2/26/13 and the remaining options vest on 2/26/14.

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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