

HANOVER INSURANCE GROUP, INC.

Form 4

February 21, 2014

**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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TRANTER GREGORY D

(Last) (First) (Middle)

C/O THE HANOVER INSURANCE  
GROUP, INC., 440 LINCOLN ST.  
(E-6)

(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)  
02/19/2014

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 02/19/2014                              |                                                             | A <sup>(1)</sup>                     |                                                                            | 2,800                                                                                                              | A                                                                    | \$ 0 34,943                             |
| Common<br>Stock                       | 02/19/2014                              |                                                             | A <sup>(2)</sup>                     |                                                                            | 2,066                                                                                                              | A                                                                    | \$ 0 37,009                             |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Common Stock Option (right to buy)         | \$ 57.99                                               | 02/19/2014                           |                                                    | A                              | 23,000                                                                                  | (3) 02/19/2024                                           | Common Stock                                                  | 23,000                     |

## Reporting Owners

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

## Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 02/21/2014

\_\_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) Grant of restricted stock units under the Issuer's 2006 Long-Term Incentive Plan. Such units vest on the third anniversary of the date of grant.

On February 28, 2011, the Reporting Person was granted 2,750 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. The PBRsUs were subject to both performance-based and time-based vesting conditions. On

(2) February 19, 2014, the performance condition was certified at 75.1% of the target award, vesting the performance condition of the PBRsUs and converting the award into a restricted stock unit for the number of shares indicated on this Form 4. The restricted stock unit will vest 50% on each of the third and fourth anniversaries of the original PBRsU grant date.

(3) Such options vest as to one third of the shares on each of the first three anniversaries of the grant date.

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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