

HANOVER INSURANCE GROUP, INC.

Form 3

October 23, 2007

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Hyatt James S

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/16/2007

3. Issuer Name **and** Ticker or Trading Symbol

HANOVER INSURANCE GROUP, INC. [THG]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O THE HANOVER
INSURANCE GROUP,
INC.,Â 440 LINCOLN STREET

(Street)

WORCESTER,Â MAÂ 01653

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

8,389 ⁽¹⁾

D

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	08/09/2014	Common Stock	12,800	\$ 27.26	D	Â
Stock Option (Right to Buy)	Â (3)	02/07/2015	Common Stock	10,500	\$ 36.5	D	Â
Stock Option (Right to Buy)	Â (4)	02/23/2017	Common Stock	18,975	\$ 48.46	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hyatt James S C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653	Â	Â	Â Vice President	Â

Signatures

James S. Hyatt 10/23/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
Includes: (a) 3,781 restricted stock units that shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on February 14, 2008; (b) 884 restricted stock units that (1) shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on February 25, 2008; and (c) 627 restricted stock units that shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on March 9, 2010.
- (2) Options fully vested on 8/9/07.
- (3) Option vests 25% on 2/7/06; 25% on 2/7/07, and 50% on 2/7/08.
- (4) Option vests 25% on 2/23/08, 25% on 2/23/09, and 50% on 2/23/10.

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Remarks:

ExhibitÂ 24Â -Â ConfirmingÂ Statement

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.