

HANOVER INSURANCE GROUP, INC.

Form 4

October 30, 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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Roche John C

(Last) (First) (Middle)

C/O 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)
10/28/2014

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 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	10/28/2014		M ⁽¹⁾		2,876	A	\$ 44.88	19,908	D
Common Stock	10/28/2014		S ⁽¹⁾		2,876	D	\$ 65	17,032	D
Common Stock	10/28/2014		M ⁽¹⁾		6,250	A	\$ 34.19	23,282	D
Common Stock	10/28/2014		S ⁽¹⁾		6,250	D	\$ 65	17,032	D

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

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SEC 1474
(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)	8. Amount or Number of Shares
Common Stock Option (right to buy)	\$ 44.88	10/28/2014		M ⁽¹⁾	2,876	⁽²⁾ 09/01/2016	Common Stock	2,876
Common Stock Option (right to buy)	\$ 34.19	10/28/2014		M ⁽¹⁾	6,250	⁽³⁾ 02/23/2019	Common Stock	6,250

Reporting Owners

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

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

10/30/2014

__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) Exercise of options and subsequent sale of shares reported on this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on February 18, 2014.
- (2) The option, representing the right to purchase 5,751 shares of the Issuer's Common Stock, vested as to 25% on each of September 1, 2007 and September 1, 2008, and the remaining 50% vested on September 1, 2009.
- (3) The option, representing the right to purchase 12,500 shares of the Issuer's Common Stock, vested as to 50% on February 23, 2012, and the remaining 50% vested on February 23, 2013.

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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