

KAVANAUGH JOHN P
Form 4
February 13, 2006

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
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KAVANAUGH JOHN P

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O THE HANOVER INSURANCE
GROUP, INC., 440 LINCOLN
STREET

(Street)

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

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

WORCESTER, MA 01653

(City) (State) (Zip)

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	02/09/2006		M		2,870	A	\$ 35.375	37,140	D
Common Stock	02/09/2006		M		3,450	A	\$ 36.88	40,590	D
Common Stock	02/09/2006		S		1,970	D	\$ 46	38,620	D
Common Stock	02/09/2006		S		100	D	\$ 45.93	38,520	D
	02/09/2006		S		1,150	D	\$ 45.91	37,370	D

Common
Stock

Common Stock	02/09/2006	S	3,100	D	\$ 45.9	34,270	D
Common Stock	02/10/2006	M	5,300	A	\$ 36.88	39,570	D
Common Stock	02/10/2006	S	5,300	D	\$ 46	34,270	D ⁽¹⁾

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. F Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.88	02/09/2006		M	3,450	<u>(2)</u>	02/27/2014	Common Stock	3,450
Stock Option (Right to Buy)	\$ 35.375	02/09/2006		M	2,870	<u>(3)</u>	05/20/2007	Common Stock	2,870
Stock Option (Right to Buy)	\$ 36.88	02/10/2006		M	5,300	<u>(2)</u>	02/27/2014	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

KAVANAUGH JOHN P
C/O THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

Vice
President

Signatures

John P.

Kavanaugh

02/13/2006

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) Additional 481 shares held indirectly by 401(k) plan.
- (2) Option to purchase granted on February 27, 2004 under Issuer's Long-Term Stock Incentive Plan, which become exercisable at rate of 25% on February 27, 2005, 25% on February 27, 2006 and 50% on February 27, 2007.
- (3) Option to purchase granted on May 20, 1997 under Issuer's Long-Term Stock Incentive Plan, which become exercisable at the rate of 20% per year on each of the first five anniversaries of 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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