

HANOVER INSURANCE GROUP, INC.

Form 4

November 16, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PARRY EDWARD J III

(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)

11/14/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/14/2006		M		50,000	A \$ 36.88	82,364 D
Common Stock	11/14/2006		M		11,500	A \$ 35.375	93,864 D
Common Stock	11/14/2006		S		300	D \$ 48.12	93,564 D
Common Stock	11/14/2006		S		100	D \$ 48.11	93,464 D
	11/14/2006		S		700	D \$ 48.09	92,764 D

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Common Stock							
Common Stock	11/14/2006	S	1,000	D	\$ 48.08	91,764	D
Common Stock	11/14/2006	S	800	D	\$ 48.07	90,964	D
Common Stock	11/14/2006	S	100	D	\$ 48.06	90,864	D
Common Stock	11/14/2006	S	1,000	D	\$ 48	89,864	D
Common Stock	11/14/2006	S	100	D	\$ 47.99	89,764	D
Common Stock	11/14/2006	S	400	D	\$ 47.96	89,364	D
Common Stock	11/14/2006	S	200	D	\$ 47.91	89,164	D
Common Stock	11/14/2006	S	500	D	\$ 47.9	88,664	D
Common Stock	11/14/2006	S	600	D	\$ 47.86	88,064	D
Common Stock	11/14/2006	S	200	D	\$ 47.84	87,864	D
Common Stock	11/14/2006	S	500	D	\$ 47.83	87,364	D
Common Stock	11/14/2006	S	100	D	\$ 47.82	87,264	D
Common Stock	11/14/2006	S	848	D	\$ 47.8	86,416	D
Common Stock	11/14/2006	S	1,000	D	\$ 47.79	85,416	D
Common Stock	11/14/2006	S	700	D	\$ 47.78	84,716	D
Common Stock	11/14/2006	S	300	D	\$ 47.75	84,416	D
Common Stock	11/14/2006	S	400	D	\$ 47.74	84,016	D
Common Stock	11/14/2006	S	700	D	\$ 47.73	83,316	D
Common Stock	11/14/2006	S	2,000	D	\$ 47.72	81,316	D
	11/14/2006	S	1,252	D	\$ 47.71	80,064	D

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Common
Stock

Common Stock	11/14/2006	S	2,700	D	\$ 47.7	77,364	D
Common Stock	11/14/2006	S	900	D	\$ 47.69	76,464	D
Common Stock	11/14/2006	S	1,100	D	\$ 47.68	75,364	D
Common Stock	11/14/2006	S	400	D	\$ 47.66	74,964	D
Common Stock	11/14/2006	S	400	D	\$ 47.63	74,564 ⁽¹⁾	D ⁽²⁾

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.88	11/14/2006		M	50,000	⁽³⁾ 02/27/2014	Common Stock	50,000
Stock Option (Right to Buy)	\$ 35.375	11/14/2006		M	11,500	⁽⁴⁾ 05/20/2007	Common Stock	11,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

PARRY EDWARD J III
C/O THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN ST. (E-6)
WORCESTER, MA 01653

X

EVP & CFO

Signatures

Edward J. Parry,
III 11/16/2006

__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) Maximum number of entries reached on this form. An additional Form 4 is being filed on the date hereof to report additional transactions by reporting person on November 14, 2006.
- (2) Additional 2,415 shares held indirectly pursuant to deferral agreement and 29 shares held indirectly by 401(k) plan.
- (3) Option to purchase pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Option vested 25% on February 27, 2005; 25% on February 27, 2006; and the remaining 50% will vest on February 27, 2007.
- (4) Option to purchase pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Option vested 20% on each of May 20, 1998; May 20, 1999; May 20, 2000; May 20, 2001; and May 20, 2002.

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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