

HUBER J KENDALL
Form 4
May 02, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUBER J KENDALL

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

(Last) (First) (Middle)
THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2013

WORCESTER, MA 01653

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

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 05/01/2013 | | M ⁽³⁾ | 40,000 | A | \$ 36.88 | 96,505 D |
| Common Stock | 05/01/2013 | | S ⁽³⁾ | 10,000 | D | \$ 49.13 | 86,505 D |
| Common Stock | 05/01/2013 | | S ⁽³⁾ | 10,000 | D | \$ 49.14 | 76,505 D |
| Common Stock | 05/01/2013 | | S ⁽³⁾ | 20,000 | D | \$ 49.15 | 56,505 D |
| Common Stock | 05/01/2013 | | M ⁽³⁾ | 21,000 | A | \$ 36.5 | 77,505 D |

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Common Stock 05/01/2013 S⁽³⁾ 21,000 D \$ 49.14 56,505 D

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Common Stock Option (Right to Buy) | \$ 36.88 | 05/01/2013 | | M ⁽³⁾ | 40,000 | ⁽¹⁾ 02/27/2014 | Common Stock | 40,000 |
| Common Stock Option (Right to Buy) | \$ 36.5 | 05/01/2013 | | M ⁽³⁾ | 21,000 | ⁽²⁾ 02/07/2015 | Common Stock | 21,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUBER J KENDALL
THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN ST.
WORCESTER, MA 01653

Executive Vice President

Signatures

Walter H. Stowell pursuant to Confirming Statement

05/02/2013

__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) 10,000 options vested on 2/27/05, 10,000 options vested on 2/27/06, and 20,000 options vested on 2/27/07.
- (2) 5,250 options vested on 2/7/06, 5,250 options vested on 2/7/07, and 10,500 options vested on 2/7/08.
- (3) 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 2/25/13.

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.