

HANOVER INSURANCE GROUP, INC.  
 Form 4  
 May 19, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 EPPINGER FREDERICK H

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)  
 05/17/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST

(Street)

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

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 Ownership (Instr. 4)
			Code	V	Amount				
Common Stock	05/17/2016		M <sup>(1)</sup>		60,000	A \$ 36.81	397,283	D	
Common Stock	05/17/2016		F <sup>(1)</sup>		41,873	D \$ 85.72	355,410	D	
Common Stock	05/17/2016		M <sup>(1)</sup>		46,667	A \$ 42.49	402,077	D	
Common Stock	05/17/2016		F <sup>(1)</sup>		34,206	D \$ 85.72	367,871	D	
Common Stock	05/17/2016		M <sup>(1)</sup>		45,000	A \$ 57.99	412,871	D	

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Common Stock	05/17/2016	F <sup>(1)</sup>	37,292	D	\$ 85.72	375,579	D
Common Stock	05/17/2016	M <sup>(1)</sup>	41,666	A	\$ 70.24	417,245	D
Common Stock	05/17/2016	F <sup>(1)</sup>	37,682	D	\$ 85.72	379,563	D
Common Stock	05/18/2016	S	80,510	D	\$ 86.0227 <sup>(2)</sup>	299,053	D
Common Stock	05/18/2016	S	4,490	D	\$ 86.6679 <sup>(3)</sup>	294,563 <sup>(4)</sup>	D

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

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option (right to buy)	\$ 36.81	05/17/2016		M <sup>(1)</sup>	60,000	<sup>(5)</sup> 01/20/2022	Common Stock 60,000
Common Stock Option (right to buy)	\$ 42.49	05/17/2016		M <sup>(1)</sup>	46,667	<sup>(6)</sup> 02/26/2023	Common Stock 46,667
Common Stock Option (right to buy)	\$ 57.99	05/17/2016		M <sup>(1)</sup>	45,000	<sup>(7)</sup> 02/19/2024	Common Stock 45,000

