HANOVER INSURANCE GROUP, INC.

Form 4

February 21, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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obligations

may continue.

Check this box

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 See Instruction

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person * Stuchbery Robert A			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			HANOVER INSURANCE GROUP, INC. [THG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
440 LINCOLN STREET, E-10 (Street)			(Month/Day/Year) 02/19/2014	X Officer (give title Other (specify below)			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
WORCESTER,	, MA 01653	3	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D	)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
							Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/19/2014		A <u>(1)</u>	2,300	A	\$0	25,950	D	
Common Stock	02/19/2014		A(2)	4,763	A	\$0	30,713	D	
Common Stock	02/19/2014		A(3)	5,625	A	\$0	36,338 (4)	D	

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

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number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title	Number			
						Lacroisdoic	2		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stuchbery Robert A 440 LINCOLN STREET E-10

President & CEO, Chaucer

WORCESTER, MA 01653

#### **Signatures**

/s/ Matthew R. Frascella pursuant to Confirming Statement

02/21/2014

\*\*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) Grant of restricted stock units under the Issuer's 2006 Long-Term Incentive Plan. Such units vest on the second anniversary of the date of grant.
  - On March 8, 2012, the Reporting Person was granted 3,750 (target) performance-based restricted stock units ("PBRSUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. The PBRSUs were subject to both performance-based and time-based vesting conditions. On
- (2) February 19, 2014, the performance condition for this award was certified at 127% of the target award, vesting the performance condition of the PBRSUs and converting the award into a restricted stock unit for the number of shares indicated on this Form 4. The restricted stock unit will vest 100% on the second anniversary of the original PBRSU grant date.
  - On March 8, 2012, the Reporting Person was granted 3,750 (target) PBRSUs pursuant to the Issuer's 2006 Long-Term Incentive Plan. The PBRSUs were subject to both performance-based and time-based vesting conditions. On February 19, 2014, the performance
- (3) condition for this award was certified at 150% of the target award, vesting the performance condition of the PBRSUs and converting the award into a restricted stock unit for the number of shares indicated on this Form 4. The restricted stock unit will vest 100% on the second anniversary of the original PBRSU grant date.

Reporting Owners 2

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(4) Does not include 341 shares held indirectly by the Trustee of The Chaucer Share Incentive Plan.

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