HANOVER INSURANCE GROUP, INC.

Form 4 May 22, 2014

FORM 4

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

OMB APPROVAL OMB

3235-0287 Number:

January 31,

0.5

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Expires:

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ANGELINI MICHAEL P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Middle)

HANOVER INSURANCE GROUP,

(Check all applicable)

INC. [THG]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

below)

C/O THE HANOVER INSURANCE 05/20/2014

GROUP, INC., 440 LINCOLN

STREET

(Street) 4. If Amendment, Date Original

Execution Date, if

(Month/Day/Year)

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

WORCESTER, MA 01653

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

Code V Amount

(Instr. 8)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I)

(Instr. 4)

 $I^{(2)}$

Beneficial Ownership

(Instr. 4)

(A)

(D)

Price

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

Common 05/20/2014 A 4,944 A (1) 29,553 Deferral Agreement /

Family Trust

(3)

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

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SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities Acquired (A) or			(Instr. 3	and 4)		Own
	Security										Follo
	•										Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
								Λ.	mount		
									mount		
						Date	Expiration Date	Title N	r Jumber		
						Exercisable		Title Numb			
				C + V	(A) (D)						
			Code V (A) (D)					S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

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

X

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

05/22/2014

**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) Shares granted pursuant to the Issuer's 2014 Long-Term Incentive Plan; receipt deferred at the election of the Reporting Person.
- (2) Does not include 38,109 shares held directly by the Reporting Person.
- Includes 25,553 shares deferred at the election of the Reporting Person that are held indirectly in a Rabbi Trust and 4,000 shares held indirectly by the Domenic A. Angelini Residuary Trust u/a dated 10/25/03.

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.

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