HANOVER INSURANCE GROUP, INC.

Form 4 May 22, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or

Check this box

SECURITIES Form 5 obligations may continue.

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

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

RAMRATH JOSEPH R

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)

C/O THE HANOVER INSURANCE 05/20/2014

(Middle)

(Zip)

GROUP, INC., 440 LINCOLN

STREET

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

WORCESTER, MA 01653

Α

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

Stock

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

(State)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s) (Instr. 3 and 4)

(1)

Common

05/20/2014

Price Code V Amount (D)

1,930

19,251

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)

(9-02)

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | isable and | 7. Titl | e and | 8. Price of | ٥ |
|-------------|-------------|---------------------|--------------------|-------------------------------------|-----------|------------------|------------|---------|------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Da | ate Amoi | | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative Securities | | | Secur | ities | (Instr. 5) | J | |
| | Derivative | | | | | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | |] |
| | _ | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | (Instr. 3, | | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A 4 | | |
| | | | | | | | | | Amount | | |
| | | | | D | Date E | Expiration | TC:41 | or | | | |
| | | | | | | Exercisable Date | Date | Title | Number | | |
| | | | | C 1 17 | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

RAMRATH JOSEPH R

C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET

WORCESTER, MA 01653

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.

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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