

HANOVER INSURANCE GROUP, INC.
 Form 4
 March 02, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 ZURAITIS MARITA

(Last) (First) (Middle)

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|--------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/28/2011 | | A ⁽¹⁾ | | 1,835 | A | (\$ 35,822) | I | Deferral Agreement |
| Common Stock | 02/28/2011 | | A ⁽¹⁾ | | 4,230 | A | (\$ 45,289) | D | |
| Common Stock | 02/28/2011 | | F | | 1,344 | D | \$ 46.47 | D | |
| Common Stock | 02/28/2011 | | A ⁽²⁾ | | 6,250 | A | (\$ 50,195) | D | |

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

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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (right to buy) | \$ 46.47 | 02/28/2011 | | A | 45,000 | ⁽³⁾ 02/28/2021 | Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|--|
| ZURAITIS MARITA THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653 | Director 10% Owner Officer Executive Vice President |

Signatures

Walter H. Stowell pursuant to Confirming Statement
 03/02/2011
 **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).
- On February 25, 2008, Reporting Person was granted 11,230 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. On February 28, 2011, the Compensation Committee determined that the level of performance achieved entitled holders of the PBRsUs to 54% of their target award. Accordingly, on such date, the PBRsUs vested and Reporting Person was entitled to 6,065 shares of Common Stock. Of those shares 4,230 were issued and 1,835 were deferred pursuant to a deferral agreement.
- (1) performance achieved entitled holders of the PBRsUs to 54% of their target award. Accordingly, on such date, the PBRsUs vested and Reporting Person was entitled to 6,065 shares of Common Stock. Of those shares 4,230 were issued and 1,835 were deferred pursuant to a deferral agreement.
 - (2) Grant of Restricted Stock Units pursuant to Issuer's 2006 Long-Term Incentive Plan.

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(3) 50% vest on the third anniversary of the grant date and 50% vest on the 4th anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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