

HANOVER INSURANCE GROUP, INC.
 Form 4
 November 02, 2015

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

OMB APPROVAL

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

(Last) (First) (Middle)
 THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2015

WORCESTER, MA 01653

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/30/2015		M ⁽¹⁾		100,000 A \$ 48.46	D	
Common Stock	10/30/2015		F ⁽¹⁾		77,528 D \$ 84.25	D	
Common Stock	10/30/2015		M ⁽¹⁾		50,000 A \$ 45.21	D	
Common Stock	10/30/2015		F ⁽¹⁾		37,744 D \$ 84.25	D	
Common Stock	10/30/2015		M ⁽¹⁾		75,000 A \$ 34.19	D	

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Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	51,426	D	\$ 84.25	321,184	D
Common Stock	10/30/2015	<u>M</u> ⁽¹⁾	100,000	A	\$ 42.15	421,184	D
Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	73,566	D	\$ 84.25	347,618	D
Common Stock	10/30/2015	<u>M</u> ⁽¹⁾	100,000	A	\$ 46.47	447,618	D
Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	76,279	D	\$ 84.25	371,339	D
Common Stock	10/30/2015	<u>M</u> ⁽¹⁾	60,000	A	\$ 36.81	431,339	D
Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	42,128	D	\$ 84.25	389,211	D
Common Stock	10/30/2015	<u>M</u> ⁽¹⁾	93,333	A	\$ 42.49	482,544	D
Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	68,861	D	\$ 84.25	413,683	D
Common Stock	10/30/2015	<u>M</u> ⁽¹⁾	45,000	A	\$ 57.99	458,683	D
Common Stock	10/30/2015	<u>F</u> ⁽¹⁾	37,581	D	\$ 84.25	421,102 ⁽²⁾	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 of Number of Shares
Common Stock Option (right to	\$ 48.46	10/30/2015		<u>M</u> ⁽¹⁾	100,000	⁽³⁾	02/23/2017	Common Stock	100,000

buy)									
Common Stock Option (right to buy)	\$ 45.21	10/30/2015	M ⁽¹⁾	50,000	⁽⁴⁾	02/25/2018	Common Stock	50,000	
Common Stock Option (right to buy)	\$ 34.19	10/30/2015	M ⁽¹⁾	75,000	⁽⁵⁾	02/23/2019	Common Stock	75,000	
Common Stock Option (right to buy)	\$ 42.15	10/30/2015	M ⁽¹⁾	100,000	⁽⁶⁾	02/26/2020	Common Stock	100,000	
Common Stock Option (right to buy)	\$ 46.47	10/30/2015	M ⁽¹⁾	100,000	⁽⁷⁾	02/28/2021	Common Stock	100,000	
Common Stock Option (right to buy)	\$ 36.81	10/30/2015	M ⁽¹⁾	60,000	⁽⁸⁾	01/20/2022	Common Stock	60,000	
Common Stock Option (right to buy)	\$ 42.49	10/30/2015	M ⁽¹⁾	93,333	⁽⁹⁾	02/26/2023	Common Stock	93,333	
Common Stock Option (right to buy)	\$ 57.99	10/30/2015	M ⁽¹⁾	45,000	⁽¹⁰⁾	02/19/2024	Common Stock	45,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EPPINGER FREDERICK H THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST WORCESTER, MA 01653	X		President & CEO	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming
Statement

11/02/2015

__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).
- Mr. Eppinger "net exercised" a total of 623,333 options. The options were granted to Mr. Eppinger from 2007-2014, and were scheduled to expire ten years after issuance. A total of 465,113 shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercises, resulting in a net issuance of 158,220 shares to, and held by, Mr. Eppinger.
- (1) Does not include 200,612 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
 - (2) The option, representing the right to purchase a total of 100,000 shares, vested 25% on 2/23/08, 25% on 2/23/09, and the remaining 50% vested on 2/23/10.
 - (3) The option, representing the right to purchase a total of 50,000 shares, vested 25% on 2/25/09, 25% on 2/25/10, and the remaining 50% vested on 2/25/11.
 - (4) The option, representing the right to purchase a total of 75,000 shares, vested 50% on 2/23/12, and the remaining 50% vested on 2/23/13.
 - (5) The option, representing the right to purchase a total of 100,000 shares, vested 50% on 2/26/13, and the remaining 50% vested on 2/26/14.
 - (6) The option, representing the right to purchase a total of 100,000 shares, vested 50% on 2/28/14, and the remaining 50% vested on 2/28/15.
 - (7) The option, representing the right to purchase a total of 120,000 shares, vested 50% on 1/20/15, and the remaining 50% will vest on 1/20/16.
 - (8) The option, representing the right to purchase a total of 140,000 shares, vested 33% on 2/26/14, 33% on 2/26/15, and the remaining portion will vest on 2/26/16.
 - (9) The option, representing the right to purchase a total of 135,000 shares, vested 33% on 2/19/15, an additional 33% will vest on 2/19/16, and the remaining portion will vest on 2/19/17.
 - (10)

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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