

Tripp Ann Kirkpatrick
Form 4
February 13, 2019

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 *
Tripp Ann Kirkpatrick

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)
SVP & Chief Investment Officer

(Last) (First) (Middle)
C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2019

(Street)
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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	02/11/2019		M			2,208	A	\$ 40.74	18,630.813	D	
Common Stock	02/11/2019		S			2,208	D	\$ 115.3	16,422.813	D	
Common Stock	02/11/2019		M			1,738	A	\$ 55.6	18,160.813	D	
Common Stock	02/11/2019		S			1,738	D	\$ 115.3	16,422.813	D	
	02/12/2019		M			1,700	A	\$ 55.6	18,122.813	D	

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Common
Stock

Common Stock 02/12/2019 S 1,700 D \$ 116,9982 16,422.813 D
(1)

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

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(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 (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)	8. Amount or Number of Shares
Common Stock Option (right to buy)	\$ 40.74	02/11/2019		M	2,208	<u>(2)</u> 02/26/2023	Common Stock	2,208
Common Stock Option (right to buy)	\$ 55.6	02/11/2019		M	1,738	<u>(3)</u> 02/19/2024	Common Stock	1,738
Common Stock Option (right to buy)	\$ 55.6	02/12/2019		M	1,700	<u>(3)</u> 02/19/2024	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Tripp Ann Kirkpatrick
C/O THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

SVP & Chief Investment Officer

Signatures

/s/ Matthew R. Frascella pursuant to Confirming
Statement

02/13/2019

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$116.994 to \$117.05, inclusive. The Reporting Person undertakes to provide The Hanover Insurance Group, Inc. ("THG"), any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) The option, representing the right to purchase a total of 6,441 shares, vested 1/3 on each of 2/26/14, 2/26/15 and 2/26/16.

(3) The option, representing the right to purchase a total of 5,215 shares, vested 1/3 on each of 2/19/15, 2/19/16 and 2/19/17.

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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