EPPINGER FREDERICK H
Form 4
February 08, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
EPPINGER FREDERICK H

(Last) (First) (Middle)

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST

(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)
01/29/2008

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	01/29/2008		M(1)		300	A	$ 23.58	45,560	D	
Common Stock	01/29/2008		S(1)		300	D	$ 48	45,260	D	
Common Stock	02/07/2008		A(2)		30,000	A	(2)	75,260	D	
Common Stock	02/07/2008		A(3)		18,407	A	(3)	93,667 (4)	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)		8. Pri Deriv Secur (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	$ 23.58	01/29/2008		M[(1)]			300	[(5)]	08/28/2013	Common Stock	300	$

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

Walter H. Stowell pursuant to Confirming Statement	02/08/2008
[**]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 option exercise and sale reported in this filing was affected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 16, 2007.

(2) On March 15, 2005, Reporting Person was granted 20,000 (target) performance-based restricted stock units (the "2005 PBRSUs") pursuant to Issuer's Amended Long-Term Stock Incentive Plan (the "1996 Plan"). Provided the Issuer's property and casualty operations achieved a specified return on equity for the year 2007 (the "2007 ROE Target") and Reporting Person remains continuously employed

by the Issuer until such date, the 2005 PBRSUs vest three years after the grant date (3/15/08). The actual 2005 PBRSU award could be as low as zero, and as high as 150% of the target, based on the return on equity actually achieved. On February 7, 2008, the Issuer determined that the 2007 ROE Target had been achieved at a level that entitled holders of the 2005 PBRSUs to 150% of their target award. Accordingly, provided Reporting Person remains employed by the Issuer on the vesting date (3/15/08), Reporting Person will be issued 30,000 shares of common stock.

(3) On 2/14/06, Reporting Person was granted 12,500 (target) performance-based restricted stock units (the "2006 PBRSUs") pursuant to Issuers 1996 Plan. Provided the Issuer's property and casualty operations achieved a specified average return on equity for the years 2006 and 2007 (the "ROE Target") and Reporting Person remains continuously employed by the Issuer until such date, 50% of the 2006 PBRSUs vest two years after the grant date and the remaining 50% of the 2006 PBRSUs vest three years after the grant date. The actual 2006 PBRSU award could be as low as zero, and as high as 175% of the target, based on the return on equity actually achieved. On 2/7/08, the Issuer determined that the ROE Target had been achieved at a level that entitled holders of the 2006 PBRSUs to 147.25% of their target award. Accordingly, provided Reporting Person remains employed by the Issuer on the applicable vesting dates, Reporting Person will be issued an aggregate of 18,407 shares of common stock.

(4) Additional 52,452 shares held indirectly pursuant to deferral agreement.

(5) Option to purchase granted under Issuer's 1996 Plan, which became exercisable at a rate of 25% on 8/28/04; 25% on 8/28/05; and 50% on 8/28/06.

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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