

Desrochers Mark R  
Form 3  
December 23, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Desrochers Mark R

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/22/2009

3. Issuer Name **and** Ticker or Trading Symbol

HANOVER INSURANCE GROUP, INC. [THG]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other  
(give title below) (specify below)

Vice President

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting  
Person

\_\_\_ Form filed by More than One  
Reporting Person

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

(Street)

WORCESTER,Â MAÂ 01653

(City)

(State)

(Zip)

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

10,053 <sup>(1)</sup>

D

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

## Edgar Filing: Desrochers Mark R - Form 3

|                             | Date<br>Exercisable | Expiration<br>Date | Title        | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|----------|------------------------------------------------|---|
| Common Stock (right to buy) | Â (2)               | 02/23/2017         | Common Stock | 3,610                            | \$ 48.46 | D                                              | Â |
| Common Stock (right to buy) | Â (3)               | 02/23/2019         | Common Stock | 5,000                            | \$ 34.19 | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                  |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer          | Other |
| Desrochers Mark R<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN STREET<br>WORCESTER, MA 01653 | Â             | Â         | Â Vice President | Â     |

## Signatures

Mark R.  
Desrochers

12/23/2009

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes (a) 1,026 restricted stock units that vest on February 23, 2010; (b) 2,750 restricted stock units that vest on February 25, 2011; (c) 535 restricted stock units that vest on March 7, 2011; (d) 2,255 restricted stock units that vest on August 1, 2011; (e) 1,000 restricted stock units that vest on February 23, 2012; and (f) 1,000 restricted stock units that vest on February 23, 2013. In each case the Reporting Person must be continuously employed by the Issuer through the applicable vesting date for such restricted stock units to vest. Upon vesting, such restricted stock units automatically convert into an equivalent number of shares of Common Stock.
- (1) Such options vest 25% on February 23, 2008, 25% on February 23, 2009, and 50% on February 23, 2010.
- (2) Such options vest 50% on February 23, 2012 and 50% on February 23, 2013.

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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