

HANOVER INSURANCE GROUP, INC.
 Form 4
 May 02, 2013

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 *
 ZURAITIS MARITA

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2013

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(Street)

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

WORCESTER, MA 01653

(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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|---|--|--|
| Common Stock | 05/01/2013 | | M ⁽¹⁾ | 50,000 | A | \$ 35.98 | 123,524 | D | |
| Common Stock | 05/01/2013 | | S ⁽¹⁾ | 17,000 | D | \$ 49.14 | 106,524 | D | |
| Common Stock | 05/01/2013 | | S ⁽¹⁾ | 33,000 | D | \$ 49.15 | 73,524 | D | |
| Common Stock | 05/01/2013 | | M ⁽¹⁾ | 49,000 | A | \$ 36.5 | 122,524 | D | |
| | 05/01/2013 | | S ⁽¹⁾ | 49,000 | D | | 73,524 ⁽²⁾ | D | |

Common Stock \$ 49.15

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 or Number of Shares |
| Common Stock Option (Right to Buy) | \$ 35.98 | 05/01/2013 | | M ⁽¹⁾ | 50,000 | 04/19/2007 04/19/2014 | Common Stock 50,000 |
| Common Stock Option (Right to Buy) | \$ 36.5 | 05/01/2013 | | M ⁽¹⁾ | 49,000 | ⁽³⁾ 02/07/2015 | Common Stock 49,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZURAITIS MARITA
THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

Executive Vice President

Signatures

Walter H. Stowell pursuant to Confirming Statement

05/02/2013

__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) Exercise of options and subsequent sale of shares reported on this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on 2/20/13.
- (2) Does not include 28,984 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
- (3) 12,250 options vested on 2/7/06, 12,250 options vested on 2/7/07, and 24,500 options vested on 2/7/08.

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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