

HANOVER INSURANCE GROUP, INC.
 Form 4
 May 19, 2016

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/17/2016

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

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 | 05/17/2016 | | M ⁽¹⁾ | | | 60,000 | A | \$ 36.81 | 397,283 | D | |
| Common Stock | 05/17/2016 | | F ⁽¹⁾ | | | 41,873 | D | \$ 85.72 | 355,410 | D | |
| Common Stock | 05/17/2016 | | M ⁽¹⁾ | | | 46,667 | A | \$ 42.49 | 402,077 | D | |
| Common Stock | 05/17/2016 | | F ⁽¹⁾ | | | 34,206 | D | \$ 85.72 | 367,871 | D | |
| Common Stock | 05/17/2016 | | M ⁽¹⁾ | | | 45,000 | A | \$ 57.99 | 412,871 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|---------------------------|------------------------|---|
| Common Stock | 05/17/2016 | F ⁽¹⁾ | 37,292 | D | \$ 85.72 | 375,579 | D |
| Common Stock | 05/17/2016 | M ⁽¹⁾ | 41,666 | A | \$ 70.24 | 417,245 | D |
| Common Stock | 05/17/2016 | F ⁽¹⁾ | 37,682 | D | \$ 85.72 | 379,563 | D |
| Common Stock | 05/18/2016 | S | 80,510 | D | \$ 86.0227 ⁽²⁾ | 299,053 | D |
| Common Stock | 05/18/2016 | S | 4,490 | D | \$ 86.6679 ⁽³⁾ | 294,563 ⁽⁴⁾ | D |

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

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SEC 1474
(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 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) | \$ 36.81 | 05/17/2016 | | M ⁽¹⁾ | 60,000 | ⁽⁵⁾ 01/20/2022 | Common Stock 60,000 |
| Common Stock Option (right to buy) | \$ 42.49 | 05/17/2016 | | M ⁽¹⁾ | 46,667 | ⁽⁶⁾ 02/26/2023 | Common Stock 46,667 |
| Common Stock Option (right to buy) | \$ 57.99 | 05/17/2016 | | M ⁽¹⁾ | 45,000 | ⁽⁷⁾ 02/19/2024 | Common Stock 45,000 |

buy)

Common
Stock

| | | | | | | | | |
|--------|----------|------------|------------------|--------|----------------|------------|-----------------|--------|
| Option | \$ 70.24 | 05/17/2016 | M ⁽¹⁾ | 41,666 | ⁽⁸⁾ | 02/27/2025 | Common Stock | 41,666 |
|--------|----------|------------|------------------|--------|----------------|------------|-----------------|--------|

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

05/19/2016

__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) Mr. Eppinger "net exercised" a total of 193,333 options. The options were granted to Mr. Eppinger from 2012-2015, and were scheduled to expire ten years after issuance. A total of 151,053 shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercises, resulting in a net issuance of 42,280 shares to Mr. Eppinger.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$85.41 to \$86.40, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$86.46 to \$86.80, inclusive. The Reporting Person undertakes to provide 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.

(4) Does not include 200,612 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.

(5) The option, representing the right to purchase a total of 120,000 shares, vested 50% on 1/20/15, and the remaining 50% vested on 1/20/16.

(6) 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 vested on 2/26/16.

(7) The option, representing the right to purchase a total of 135,000 shares, vested 33% on 2/19/15, 33% vested on 2/19/16, and provided the vesting requirements are met, the remaining portion is scheduled to vest on 2/19/17.

(8) The option, representing the right to purchase a total of 125,000 shares, vested 33% on 2/27/16, and provided the vesting requirements are met, 33% is scheduled to vest on 2/27/17, and the remaining portion is scheduled to vest on 2/27/18.

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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