

BARNES WARREN E.

Form 4

January 28, 2019

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BARNES WARREN E.

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)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
SVP & Princpl. Acctng. Officer

C/O 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)
____X____ 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)	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	01/25/2019		A ⁽¹⁾		36.541	A	\$ 0
					4,712.673 ⁽²⁾	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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. Price 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)	\$ 79.33 (3)					(4)	02/23/2026	Common Stock	790 (3)
Common Stock Option (right to buy)	\$ 87.43 (5)					(6)	02/24/2027	Common Stock	1,987 (5)
Common Stock Option (right to buy)	\$ 106.01 (7)					(8)	02/27/2028	Common Stock	2,018 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARNES WARREN E. C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653	SVP & Princpl. Acctng. Officer

Signatures

/s/ Matthew R. Frascella pursuant to Confirming
Statement

01/28/2019

__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).

- Grant of restricted stock units under the Issuer's 2014 Long-Term Incentive Plan upon the accrual of dividend rights associated with restricted stock units originally granted on 2/27/18 as a result of the payment of a \$4.75 special dividend on January 25, 2019 to all shareholders of record on January 10, 2019 that was announced on December 30, 2018 (the "Special Dividend"). Such units vest on the third anniversary of the date of grant of the underlying restricted stock units.
- (1) Includes 75 shares acquired by an automatic adjustment to previously granted time-based restricted stock unit awards on January 9, 2019 pursuant to the terms specified in the awards to reflect the Special Dividend.
- Option award previously granted by the Issuer on February 23, 2016. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$82.74 to \$79.33, and the number of shares underlying the award was automatically adjusted from 757 to 790 to reflect the Special Dividend.
- (3) A third of the original award vested on each of the first two anniversaries of the date of grant, and the vested portions were subsequently exercised. The portion of the award shown as remaining outstanding on this Form 4 will vest on the third anniversary of the date of grant.
- Option award previously granted by the Issuer on February 24, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$91.19 to \$87.43, and the number of shares underlying the award was automatically adjusted from 1,905 to 1,987 to reflect the Special Dividend.
- (5) A third of the original award vested on the first anniversary of the date of grant, and the vested portion was subsequently exercised. The portion of the award shown as remaining outstanding on this Form 4 will vest in two substantially equal installments on each of the second and third anniversaries of the date of grant.
- Option award previously granted by the Issuer on February 27, 2018. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$110.57 to \$106.01, and the number of shares underlying the award was automatically adjusted from 1,935 to 2,018 to reflect the Special Dividend.
- (7) A third of the award will vest on each of the first three anniversaries of the date of grant.
- (8)

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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