

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Last) (First) (Middle)

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(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)  
 05/01/2013

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	Price	
Common Stock	05/01/2013		M <sup>(1)</sup>		50,000	\$ 35.98	A 123,524 D
Common Stock	05/01/2013		S <sup>(1)</sup>		17,000	\$ 49.14	D 106,524 D
Common Stock	05/01/2013		S <sup>(1)</sup>		33,000	\$ 49.15	D 73,524 D
Common Stock	05/01/2013		M <sup>(1)</sup>		49,000	\$ 36.5	A 122,524 D
	05/01/2013		S <sup>(1)</sup>		49,000		D 73,524 <sup>(2)</sup> 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 <sup>(1)</sup>	50,000	04/19/2007	04/19/2014	Common Stock	50,000
Common Stock Option (Right to Buy)	\$ 36.5	05/01/2013		M <sup>(1)</sup>	49,000	<sup>(3)</sup>	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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