HUBER J KENDALL

Form 4

January 24, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person [*] HUBER J KENDALL	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) 01/23/2019	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Executive Vice President
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	01/23/2019		A[(1)]		2,406	A	$ 0	38,973 [(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 number.

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(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)		8. Pri Deriva Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Option (right to buy)	$ 67.34 (3)							(4)	02/27/2025	Common Stock	23,261 (3)	
Common Stock Option (right to buy)	$ 79.33 (5)							(6)	02/23/2026	Common Stock	20,841 (5)	
Common Stock Option (right to buy)	$ 87.43 (7)							(8)	02/24/2027	Common Stock	29,775 (7)	
Common Stock Option (right to buy)	$ 106.01 (9)							(10)	02/27/2028	Common Stock	25,754 (9)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER J KENDALL C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653			Executive Vice President	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement	01/24/2019

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) On February 23, 2016, the Reporting Person was granted 2,000 (target) performance-based restricted stock units ("PBRSUs") pursuant to the Issuer's 2014 Long-Term Incentive Plan. The PBRSUs were subject to both performance-based and time-based vesting conditions. On December 30, 2018, the Issuer announced the issuance of a $4.75 special dividend payable on January 25, 2019 to all shareholders of record on January 10, 2019 (the "Special Dividend"). On January 9, 2019, pursuant to the terms of the award, the target amount of the PBRSUs was automatically adjusted to reflect the Special Dividend. On January 23, 2019, the performance condition for this award was certified at 115.38% of the target award, vesting the performance condition of the PBRSUs and converting the award into a restricted stock unit for the number of shares indicated. The restricted stock unit will vest 100% on the third anniversary of the original PBRSU grant date.

(2) Includes 86 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. Does not include 1,320 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.

(3) Option award previously granted by the Issuer on February 27, 2015. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from $70.24 to $67.34, and the number of shares underlying the award was automatically adjusted from 22,300 to 23,261 to reflect the Special Dividend.

(4) A third of the award vested on each of the first three anniversaries of the date of grant.

(5) 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 19,980 to 20,841 to reflect the Special Dividend.

(6) A third