

HANOVER INSURANCE GROUP, INC.
Form 4
January 21, 2015

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 *
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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Executive Vice President

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST. (E-10)

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/19/2015 | | A ⁽¹⁾ | 6,750 ₍₁₎ | \$ 0 | D | |
| Common Stock | 01/20/2015 | | F | 1,098 ₍₂₎ | \$ 69.64 | D | |
| Common Stock | 01/20/2015 | | F | 786 ₍₃₎ | \$ 69.64 | 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

SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 01/21/2015

**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).
- On January 20, 2012, the Reporting Person was granted 4,500 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. The PBRsUs were subject to both a time-based and a performance condition, and the actual award could be as low as zero and as high as 150% of target depending on the level of performance achieved. On January 19, 2015, the Compensation Committee determined that the level of performance achieved entitled the holders of the PBRsUs to 150% of their target award. Accordingly, on January 19, 2015, the PBRsUs' performance criteria vested, and the PBRsUs converted into the number of restricted stock units indicated on this Form 4. 50% of the restricted stock units vest on each of the third and fourth anniversaries of the date of grant.
- (1) Compensation Committee determined that the level of performance achieved entitled the holders of the PBRsUs to 150% of their target award. Accordingly, on January 19, 2015, the PBRsUs' performance criteria vested, and the PBRsUs converted into the number of restricted stock units indicated on this Form 4. 50% of the restricted stock units vest on each of the third and fourth anniversaries of the date of grant.
 - (2) On January 20, 2015, 50% of the restricted stock units described in Footnote 1 vested. Represents shares forfeited to pay withholding taxes upon the vesting of these restricted stock units.
 - (3) Represents shares that were forfeited to pay withholding taxes upon the vesting of restricted stock units that were previously granted by the Issuer.

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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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