TRANTER GREGORY D

Form 4

January 24, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * TRANTER GREGORY D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Issuer

below)

HANOVER INSURANCE GROUP,

(Check all applicable)

INC. [THG]

(Middle)

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

Director 10% Owner X_ Officer (give title Other (specify

C/O THE HANOVER INSURANCE 01/20/2012

Executive Vice President

GROUP, INC., 440 LINCOLN ST.

(First)

(E-6)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

D

WORCESTER, MA 01653

(City) (State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Indirect Form: Direct (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) (D) Price Amount

01/20/2012 $A^{(1)}$

\$0 3,250 A 36,857

Common Stock

Stock

Common

01/20/2012

 $A^{(2)}$ 4.500 \$0 41.357 (3) Α

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	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	01/20/2012		A	22,500	<u>(4)</u>	01/20/2022	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TRANTER GREGORY D C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-6) WORCESTER, MA 01653			Executive Vice President			

Signatures

Walter H. Stowell pursuant to Confirming
Statement
01/24/2012

**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) Grant of restricted stock pursuant to 2006 Long-Term Incentive Plan. The restricted shares vest on the second anniversary of the grant date.
- (2) Grant of restricted stock units pursuant to 2006 Long-Term Incentive Plan. The units vest 50% on the third anniversary of the grant date and 50% on the fourth anniversary of the grant date.
- On December 30, 2011, the plan sponsor terminated the THG Stock Fund investment option in the Company's 401(k). In connection with (3) the termination, Reporting Person's investment in the fund was automatically liquidated and transferred to a different investment option. Accordingly, Reporting Person no longer holds any shares of THG common stock indirectly through the 401(k).
- (4) The option vests 50% on the third anniversary of the grant date and 50% on the fourth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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