

HANOVER INSURANCE GROUP, INC.

Form 4

August 12, 2013

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)
08/08/2013

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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

(Street)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/08/2013		M		10,000 A \$ 48.46	D	
Common Stock	08/08/2013		S		10,000 D \$ 55.25	D	
Common Stock	08/09/2013		M		10,050 A \$ 48.46	D	
Common Stock	08/09/2013		S		10,050 D \$ 55.5	D	
	08/09/2013		M		5,000 A	D	61,505

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Common Stock					\$					34.19
Common Stock	08/09/2013		S	5,000	D	\$ 55.5	56,505			D

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

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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. Amount or Number of Shares
					V (A) (D)	Date Exercisable Expiration Date	Title	
Common Stock Option (right to buy)	\$ 48.46	08/08/2013		M	10,000	<u>(1)</u> 02/23/2017	Common Stock	10,000
Common Stock Option (right to buy)	\$ 48.46	08/09/2013		M	10,050	<u>(1)</u> 02/23/2017	Common stock	10,050
Common Stock Option (right to buy)	\$ 34.19	08/09/2013		M	5,000	<u>(2)</u> 02/23/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER J KENDALL C/O THE HANOVER INSURANCE GROUP, INC.			Executive Vice	

440 LINCOLN ST. (E-10)
WORCESTER, MA 01653

President

Signatures

Walter H. Stowell pursuant to Confirming
Statement

08/12/2013

__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) The option, representing the right to purchase a total of 20,050 shares, vested 25% on 2/23/08, 25% on 2/23/09 and 50% on 2/23/10.

(2) The option, representing the right to purchase a total of 20,000 shares, vested 50% on 2/23/12 and 50% on 2/23/13.

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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