

HANOVER INSURANCE GROUP, INC.
 Form 4
 March 02, 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 *
 Stuchbery Robert A

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)
 440 LINCOLN STREET, E-10
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO, Chaucer

WORCESTER, MA 01653

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

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/26/2015		A ⁽¹⁾		4,962 A \$ 0 35,007	D	
Common Stock	02/26/2015		F		2,333 D \$ 70.86 32,674	D	
Common Stock	02/26/2015		A ⁽²⁾		5,513 A \$ 0 38,187	D	
Common Stock	02/26/2015		F		2,592 D \$ 70.86 35,595	D	
Common Stock	02/26/2015		F ⁽³⁾		1,481 D \$ 70.86 34,114 ⁽⁴⁾	D	

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuchbery Robert A 440 LINCOLN STREET E-10 WORCESTER, MA 01653			President & CEO, Chaucer	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 03/02/2015

__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 February 26, 2013, the Reporting Person was granted 3,675 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan (the "2006 Plan"). The PBRsUs were subject to both performance-based and time-based
- (1) vesting conditions. On February 26, 2015, (i) the performance condition was certified at 135% of the target award vesting the performance condition of the PBRsUs, and (ii) the time-based vesting condition was satisfied, resulting in the vesting of the award at the amount shown in Column 4.
 - (2) On February 26, 2013, the Reporting Person was granted 3,675 (target) PBRsUs pursuant to the 2006 Plan. The PBRsUs were subject to both performance-based and time-based vesting conditions. On February 26, 2015, (i) the performance condition was certified at 150% of the target award vesting the performance condition of the PBRsUs, and (ii) the time-based vesting condition was satisfied, resulting in the

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vesting of the award at the amount shown in Column 4.

- (3) Represents shares that were forfeited to pay withholding taxes upon the vesting of time-based restricted stock units that were previously granted by the Issuer.
- (4) Does not include 484 shares held indirectly by the Trustee of the Chaucer Share Incentive Plan.

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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