

HANOVER INSURANCE GROUP, INC.  
 Form 3  
 October 22, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *<br>Â BARNES WARREN E.<br>(Last) (First) (Middle)<br><br>THE HANOVER INSURANCE GROUP, INC., Â 440 LINCOLN STREET<br>(Street)<br><br>WORCESTER, Â MA Â 01653<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>10/19/2015 | 3. Issuer Name and Ticker or Trading Symbol<br>HANOVER INSURANCE GROUP, INC. [THG] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>VP & Act. Principal Acctg. Off | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 7,385 <sup>(1)</sup>                                     | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                                    | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Common Stock Option (right to buy) | Â (2)            | 01/20/2022      | Common Stock | 1,500                      | \$ 36.81 | D                                     | Â |
| Common Stock Option (right to buy) | Â (3)            | 02/26/2023      | Common Stock | 667                        | \$ 42.49 | D                                     | Â |
| Common Stock Option (right to buy) | Â (4)            | 02/19/2024      | Common Stock | 1,600                      | \$ 57.99 | D                                     | Â |
| Common Stock Option (right to buy) | Â (5)            | 02/27/2025      | Common Stock | 2,400                      | \$ 70.24 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| BARNES WARREN E.<br>THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN STREET<br>WORCESTER, MA 01653 | Â             | Â         | Â VP & Act. Principal Acctg. Off | Â     |

## Signatures

/s/ Warren E. Barnes  
10/22/2015

\_\_Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 5,385 restricted stock units that are subject to vesting conditions.
- (2) The option, granted on 1/20/2012 for a total of 3,000 shares, vested 50% on 1/20/15, and the remaining portion will vest on 1/20/16.
- (3) The option, granted on 2/26/2013 for a total of 2,000 shares, vested 33% on each of 2/26/14 and 2/26/15, and the remaining portion will vest on 2/26/16.
- (4) The option, granted on 2/19/2014 for a total of 2,400 shares, vested 33% on 2/19/15, another 33% will vest on 2/19/16, and the remaining portion will vest on 2/19/17.
- (5) The option, granted on 2/27/2015 for a total of 2,400 shares, will vest 33% on each of 2/27/16 and 2/27/17, and the remaining portion will vest on 2/27/18.

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.