

HANOVER INSURANCE GROUP, INC.
Form 4
March 01, 2016

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)
02/23/2016

____ 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 Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Price		
Common Stock	02/23/2016		A ⁽¹⁾		5,625	A	\$ 0 43,183 D
Common Stock	02/26/2016		F		1,826 ⁽²⁾	D	\$ 83.76 41,357 D
Common Stock	02/26/2016		F		1,217 ⁽³⁾	D	\$ 83.76 40,140 ⁽⁴⁾ D

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

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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. 5)
				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
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 03/01/2016

**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 3,750 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. The PBRsUs were subject to both performance-based and time-based vesting conditions. On
- (1) February 23, 2016, the performance condition for this award was certified at 150% of the target award, vesting the performance condition of the PBRsUs and converting the award into a restricted stock unit for the number of shares indicated. The restricted stock unit vested 100% on the third anniversary of the original PBRsU grant date.
 - (2) On February 26, 2016, 100% of the restricted stock units described in Footnote 1 vested. Represents shares that were 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.
 - (4) Does not include 3,146 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.

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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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