

Berthiaume Mark Leo
 Form 4
 January 24, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Berthiaume Mark Leo

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)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(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) Price | | | |
| Common Stock | 01/23/2019 | | A ⁽¹⁾ | 1,594 A \$ 0 | 4,815 ⁽²⁾ | D | |

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)

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| 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 Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Common Stock Option (right to buy) | \$ 67.34 <u>(3)</u> | | | | | <u>(4)</u> | 02/27/2025 | Common Stock | 4,868 <u>(3)</u> |
| Common Stock Option (right to buy) | \$ 79.33 <u>(5)</u> | | | | | <u>(6)</u> | 02/23/2026 | Common Stock | 9,221 <u>(5)</u> |
| Common Stock Option (right to buy) | \$ 87.43 <u>(7)</u> | | | | | <u>(8)</u> | 02/24/2027 | Common Stock | 16,882 <u>(7)</u> |
| Common Stock Option (right to buy) | \$ 106.01 <u>(9)</u> | | | | | <u>(10)</u> | 02/27/2028 | Common Stock | 14,489 <u>(9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berthiaume Mark Leo C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653 | | | Executive Vice President | |

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

01/24/2019

__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) On February 23, 2016, the Reporting Person was granted 1,325 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2014 Long-Term Incentive Plan. The PBRsUs were subject to both performance-based and time-based vesting conditions. On December 30, 2018, the Issuer announced the issuance of a \$4.75 special dividend payable on January 25, 2019 to all shareholders of record on January 10, 2019 (the "Special Dividend"). On January 9, 2019, pursuant to the terms of the award, the target amount of the PBRsUs was automatically adjusted to reflect the Special Dividend. On January 23, 2019, the performance condition for this award was certified at 115.38% 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 will vest 100% on the third anniversary of the original PBRsU grant date.
 - (2) Includes 57 shares acquired by an automatic adjustment to a previously granted time-based restricted stock unit award on January 9, 2019 pursuant to the terms specified in the award to reflect the Special Dividend.
 - (3) Option award previously granted by the Issuer on February 27, 2015. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$70.24 to \$67.34, and the number of remaining shares underlying the award was automatically adjusted from 4,667 to 4,868 to reflect the Special Dividend.
 - (4) A third of the award vested on each of the first three anniversaries of the date of grant.
 - (5) Option award previously granted by the Issuer on February 23, 2016. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$82.74 to \$79.33, and the number of remaining shares underlying the award was automatically adjusted from 8,840 to 9,221 to reflect the Special Dividend.
 - (6) A third of the award vested on each of the first two anniversaries of the date of grant, and the remaining third will vest on the third anniversary of the date of grant.
 - (7) Option award previously granted by the Issuer on February 24, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$91.19 to \$87.43, and the number of shares underlying the award was automatically adjusted from 16,185 to 16,882 to reflect the Special Dividend.
 - (8) A third of the award vested on the first anniversary of the date of grant, and an additional third will vest on each of the second and third anniversaries of the date of grant.
 - (9) Option award previously granted by the Issuer on February 27, 2018. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$110.57 to \$106.01, and the number of shares underlying the award was automatically adjusted from 13,890 to 14,489 to reflect the Special Dividend.
 - (10) A third of the award will vest on each of the first three anniversaries of the date of grant.

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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