

BARNES WARREN E.  
Form 4  
January 28, 2019

**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 \*  
BARNES WARREN E.

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)  
SVP & Princpl. Acctng. Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 01/25/2019                           |  | A <sup>(1)</sup>               | 36.541 A  | \$ 0 4,712.673 <sup>(2)</sup>   | 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)

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Common Stock Option (right to buy)         | \$ 79.33<br><u>(3)</u>                                 |                                      |  |                                |   | <u>(4)</u> 02/23/2026                                    | Common Stock 790 <u>(3)</u>                                   |  |
| Common Stock Option (right to buy)         | \$ 87.43<br><u>(5)</u>                                 |                                      |  |                                |   | <u>(6)</u> 02/24/2027                                    | Common Stock 1,987 <u>(5)</u>                                 |  |
| Common Stock Option (right to buy)         | \$ 106.01<br><u>(7)</u>                                |                                      |  |                                |   | <u>(8)</u> 02/27/2028                                    | Common Stock 2,018 <u>(7)</u>                                 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BARNES WARREN E.<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN STREET<br>WORCESTER, MA 01653 |               |           | SVP & Princpl. Acctng. Officer |       |

## Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement  
 \*\*Signature of Reporting Person  
 01/28/2019  
 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).

- Grant of restricted stock units under the Issuer's 2014 Long-Term Incentive Plan upon the accrual of dividend rights associated with restricted stock units originally granted on 2/27/18 as a result of the payment of a \$4.75 special dividend on January 25, 2019 to all shareholders of record on January 10, 2019 that was announced on December 30, 2018 (the "Special Dividend"). Such units vest on the third anniversary of the date of grant of the underlying restricted stock units.
- (1) Includes 75 shares acquired by an automatic adjustment to previously granted time-based restricted stock unit awards on January 9, 2019 pursuant to the terms specified in the awards to reflect the Special Dividend.
- (2) 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 shares underlying the award was automatically adjusted from 757 to 790 to reflect the Special Dividend.
- (3) A third of the original award vested on each of the first two anniversaries of the date of grant, and the vested portions were subsequently exercised. The portion of the award shown as remaining outstanding on this Form 4 will vest on the third anniversary of the date of grant.
- (4) 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 1,905 to 1,987 to reflect the Special Dividend.
- (5) A third of the original award vested on the first anniversary of the date of grant, and the vested portion was subsequently exercised. The portion of the award shown as remaining outstanding on this Form 4 will vest in two substantially equal installments on each of the second and third anniversaries of the date of grant.
- (6) 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 1,935 to 2,018 to reflect the Special Dividend.
- (7) A third of the award will vest on each of the first three anniversaries of the date of grant.
- (8)

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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