

HANOVER INSURANCE GROUP, INC.
 Form 4
 February 20, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
PARRY EDWARD J III

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 & CFO

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.
 (E-6)

(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 (D) Price | | |
| Common Stock | 02/15/2007 ⁽¹⁾ | | A ⁽¹⁾ | 18,288 A | (1) 51,982 | D | |
| Common Stock | 02/15/2007 ⁽²⁾ | | A ⁽²⁾ | 10,000 A | (2) 61,982 | D | (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form 4

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 52.0625 | 02/15/2007 | | D ⁽⁴⁾ | 17,000 | ⁽⁵⁾ 02/21/2009 | Common 17,000 |
| Stock Option (Right to Buy) | \$ 52.0625 | 02/15/2007 | | A ⁽⁴⁾ | 17,000 | ⁽⁵⁾ 02/21/2009 | Common 17,000 |
| Stock Option (Right to Buy) | \$ 44.05 | 02/15/2007 | | D ⁽⁴⁾ | 50,000 | ⁽⁶⁾ 01/02/2012 | Common 50,000 |
| Stock Option (Right to Buy) | \$ 44.05 | 02/15/2007 | | A ⁽⁴⁾ | 50,000 | ⁽⁶⁾ 01/02/2012 | Common 50,000 |
| Stock Option (Right to Buy) | \$ 36.88 | 02/15/2007 | | D ⁽⁴⁾ | 50,000 | ⁽⁷⁾ 02/27/2014 | Common 50,000 |
| Stock Option (Right to Buy) | \$ 36.88 | 02/15/2007 | | A ⁽⁴⁾ | 50,000 | ⁽⁷⁾ 02/27/2014 | Common 50,000 |
| Stock Option (Right to Buy) | \$ 36.5 | 02/15/2007 | | D ⁽⁴⁾ | 49,000 | ⁽⁸⁾ 02/07/2015 | Common 49,000 |
| Stock Option (Right to Buy) | \$ 36.5 | 02/15/2007 | | A ⁽⁴⁾ | 49,000 | ⁽⁸⁾ 02/07/2015 | Common 49,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARRY EDWARD J III C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-6) WORCESTER, MA 01653 | X | | Executive Vice President & CFO | |

Signatures

Edward J. Parry,
III 02/20/2007

**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 27, 2004, Reporting Person was granted 13,300 (target) performance-based restricted stock units (the "2004 PBRsUs") pursuant to Issuer's Amended Long-Term Stock Incentive Plan (the "1996 Plan"). Provided the Issuer's property and casualty operations achieve a specified return on equity for the year 2006 (the "2006 ROE target") and Reporting Person remains continuously employed by the Issuer until such date, the 2004 PBRsUs vest after three years from the grant date (2/27/07). The actual 2004 PBRsU award could be as low as zero, and as high as 150% of the target, based on the return on equity actually achieved. On February 15, 2007, the Issuer determined that the 2006 ROE Target had been achieved at a level that entitled holders of the 2004 PBRsUs to 137.5% of their target award. Accordingly, provided Reporting Person remains employed by the Issuer on the vesting date (2/27/07), Reporting Person will be issued 18,288 shares of common stock.

(2) On February 14, 2006, Reporting Person was granted 10,000 individual goal-based performance-based restricted stock units (the "Individual Goal PBRsUs") pursuant to the 1996 Plan. The Individual Goal PBRsUs vest on the second anniversary of the grant date (02/14/08), but only if certain pre-established individual performance measures are achieved during 2006 (the "Individual Goals"). On February 15, 2007, the Issuer determined that the Individual Goals had been achieved. Accordingly, provided Reporting Person remains employed by the Issuer on the vesting date (02/14/08), Reporting Person will be issued 10,000 shares of common stock.

(3) Additional 29 shares held indirectly in 401(k) plan.

(4) Transactions involved amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The amendment provides that in the event Reporting Person's employment with the Issuer is terminated, whether voluntary or involuntary (other than for Cause, due to death, disability, retirement or in the event of a change in control), the portion of the stock option that is vested immediately prior to termination shall remain exercisable until the earlier of (i) 60 days following the date of termination, or (ii) the expiration date of the stock option. The amendment was made to conform the post-termination (excluding termination due to death, disability, retirement or in the event of a change in control) exercise rights under the 1996 Plan with such rights under the Issuer's 2006 Long-Term Incentive Plan. All other terms and conditions of the option, including exercise price and vesting terms remained unchanged.

(5) Option to Purchase granted pursuant to the 1996 Plan, which option vested 20% annually during each of the first 5 years following grant date (02/21/99).

(6) Option to Purchase granted pursuant to the 1996 Plan, which option vested 25% on 01/02/03; 25% on 01/02/04; and the remaining 50% on 01/02/05.

(7) Option to Purchase granted pursuant to the 1996 Plan, which option vested 25% on 02/27/05; 25% on 02/27/06; and the remaining 50% will vest on 02/27/07.

(8) Option to Purchase granted pursuant to the 1996 Plan, which option vested 25% on 02/07/06; 25% on 02/07/07; and the remaining 50% will vest on 02/07/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: HANOVER INSURANCE GROUP, INC. - Form 4

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.