

Desrochers Mark R
Form 3
December 23, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

Desrochers Mark R

(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/22/2009

3. Issuer Name and Ticker or Trading Symbol

HANOVER INSURANCE GROUP, INC. [THG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

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

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

10,053 ⁽¹⁾

D

^

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: Desrochers Mark R - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock (right to buy)	Â (2)	02/23/2017	Common Stock	3,610	\$ 48.46	D	Â
Common Stock (right to buy)	Â (3)	02/23/2019	Common Stock	5,000	\$ 34.19	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Desrochers Mark R C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653	Â	Â	Â Vice President	Â

Signatures

Mark R.
Desrochers

12/23/2009

**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).

- Includes (a) 1,026 restricted stock units that vest on February 23, 2010; (b) 2,750 restricted stock units that vest on February 25, 2011; (c) 535 restricted stock units that vest on March 7, 2011; (d) 2,255 restricted stock units that vest on August 1, 2011; (e) 1,000 restricted stock units that vest on February 23, 2012; and (f) 1,000 restricted stock units that vest on February 23, 2013. In each case the Reporting Person must be continuously employed by the Issuer through the applicable vesting date for such restricted stock units to vest. Upon vesting, such restricted stock units automatically convert into an equivalent number of shares of Common Stock.
- (1) Such options vest 25% on February 23, 2008, 25% on February 23, 2009, and 50% on February 23, 2010.
 - (2) Such options vest 50% on February 23, 2012 and 50% on February 23, 2013.

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.