

TRANTER GREGORY D  
Form 4  
March 01, 2010

**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 \*  
TRANTER GREGORY D

2. Issuer Name and Ticker or Trading Symbol  
HANOVER INSURANCE GROUP, INC. [THG]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Senior Vice President

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2010

(Street)  
WORCESTER, MA 01653

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/25/2010                           |  | A <sup>(1)</sup>               |   | 1,658   | A  | 1                                 |
| Common Stock                    | 02/25/2010                           |  | F <sup>(2)</sup>               |   | 601   | D  | \$ 41.8                           |
| Common Stock                    | 02/26/2010                           |  | A <sup>(3)</sup>               |   | 3,000   | A  | 3                                 |
|                                 |                                      |  |                                |   |   |  | 4                                 |

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

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required to respond unless the form displays a currently valid OMB control number.

**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 |
| Common Stock (right to buy)                | \$ 42.15   | 02/26/2010                           |  | A                              | 20,000  | (5) 02/26/2020   | Common Stock  | 20,000 |                            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| TRANTER GREGORY D<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST. (E-6)<br>WORCESTER, MA 01653 |               |           | Senior Vice President |       |

## Signatures

Walter H. Stowell pursuant to Confirming Statement 03/01/2010

\_\_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, 2007, the Reporting Person was granted 2,260 (target) performance-based restricted stock units (the "PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan (the "Plan"). The actual PBRsU award could have been as low as 0% or as high as 150% of target based upon the Issuer achieving certain three-year average (2007-2009) adjusted return on equity and premium growth. On February 25, 2010 the Issuer's Compensation Committee determined that the three-year average adjusted return on equity and premium growth was achieved at a level that entitled the holders of the PBRsUs to 73.33% of the target award. Accordingly, on February 25, 2010, the PBRsUs vested and converted into the number of shares indicated on this Form 4.
- (2) Tax withholding in connection with vesting of PBRsUs.
- (3) Grant of restricted stock units pursuant to the Plan.
- (4) Does not include approximately 507 shares held indirectly in 401(k)

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(5) 50% of the options vest on the third anniversary of the grant date and 50% of the options vest on the fourth anniversary of the grant date.

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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