

HANOVER INSURANCE GROUP, INC.
 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 *
 ZURAITIS MARITA

(Last) (First) (Middle)

THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 | | | |
| Common Stock | 02/25/2010 | | A ⁽¹⁾ | | 3,762 | A | 41,639 | D | |
| Common Stock | 02/25/2010 | | F ⁽²⁾ | | 1,230 | D | \$ 42.15 | 40,409 | D |
| Common Stock | 02/26/2010 | | A ⁽³⁾ | | 6,500 | A | 46,909 | 46,909 ⁽⁴⁾ | 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)

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | 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 | 45,000 | (5) | 02/26/2020 | Common Stock | 45,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ZURAITIS MARITA
THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

Executive 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 5,130 (target) performance-based restricted stock units (the "PBRsUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. The actual PBRsU award could have been as low as 0% and as high as 150% of the target award 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 had been achieved at a level that entitled 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 Issuer's 2006 Long-Term Incentive Plan.
- (4) Does not include 31,166 shares held indirectly in a Rabbi Trust pursuant to a deferral agreement.

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- (5) 50% of the options vest on the third anniversary of the grant date and the remaining 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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