

HANOVER INSURANCE GROUP, INC.  
Form 4  
November 02, 2015

**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 \*  
EPPINGER FREDERICK H

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)  
THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/30/2015

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 10/30/2015                           |  | M <sup>(1)</sup>               |   | 100,000 A \$ 48.46  | D  |   |
| Common Stock                    | 10/30/2015                           |  | F <sup>(1)</sup>               |   | 77,528 D \$ 84.25   | D  |   |
| Common Stock                    | 10/30/2015                           |  | M <sup>(1)</sup>               |   | 50,000 A \$ 45.21   | D  |   |
| Common Stock                    | 10/30/2015                           |  | F <sup>(1)</sup>               |   | 37,744 D \$ 84.25   | D  |   |
| Common Stock                    | 10/30/2015                           |  | M <sup>(1)</sup>               |   | 75,000 A \$ 34.19   | D  |   |

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|              |            |                         |         |   |          |                        |   |
|--------------|------------|-------------------------|---------|---|----------|------------------------|---|
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 51,426  | D | \$ 84.25 | 321,184                | D |
| Common Stock | 10/30/2015 | <u>M</u> <sup>(1)</sup> | 100,000 | A | \$ 42.15 | 421,184                | D |
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 73,566  | D | \$ 84.25 | 347,618                | D |
| Common Stock | 10/30/2015 | <u>M</u> <sup>(1)</sup> | 100,000 | A | \$ 46.47 | 447,618                | D |
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 76,279  | D | \$ 84.25 | 371,339                | D |
| Common Stock | 10/30/2015 | <u>M</u> <sup>(1)</sup> | 60,000  | A | \$ 36.81 | 431,339                | D |
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 42,128  | D | \$ 84.25 | 389,211                | D |
| Common Stock | 10/30/2015 | <u>M</u> <sup>(1)</sup> | 93,333  | A | \$ 42.49 | 482,544                | D |
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 68,861  | D | \$ 84.25 | 413,683                | D |
| Common Stock | 10/30/2015 | <u>M</u> <sup>(1)</sup> | 45,000  | A | \$ 57.99 | 458,683                | D |
| Common Stock | 10/30/2015 | <u>F</u> <sup>(1)</sup> | 37,581  | D | \$ 84.25 | 421,102 <sup>(2)</sup> | D |

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

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(9-02)

**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 of Number of Shares |
| Common Stock Option (right to              | \$ 48.46   | 10/30/2015                           |  | <u>M</u> <sup>(1)</sup>        | 100,000   | <sup>(3)</sup>   | 02/23/2017  | Common Stock | 100,000                    |

buy)

Common  
Stock  
Option  
(right to  
buy)

\$ 45.21

10/30/2015

M<sup>(1)</sup>

50,000

(4)

02/25/2018

Common  
Stock

50,000

Common  
Stock  
Option  
(right to  
buy)

\$ 34.19

10/30/2015

M<sup>(1)</sup>

75,000

(5)

02/23/2019

Common  
Stock

75,000

Common  
Stock  
Option  
(right to  
buy)

\$ 42.15

10/30/2015

M<sup>(1)</sup>

100,000

(6)

02/26/2020

Common  
Stock

100,000

Common  
Stock  
Option  
(right to  
buy)

\$ 46.47

10/30/2015

M<sup>(1)</sup>

100,000

(7)

02/28/2021

Common  
Stock

100,000

Common  
Stock  
Option  
(right to  
buy)

\$ 36.81

10/30/2015

M<sup>(1)</sup>

60,000

(8)

01/20/2022

Common  
Stock

60,000

Common  
Stock  
Option  
(right to  
buy)

\$ 42.49

10/30/2015

M<sup>(1)</sup>

93,333

(9)

02/26/2023

Common  
Stock

93,333

Common  
Stock  
Option  
(right to  
buy)

\$ 57.99

10/30/2015

M<sup>(1)</sup>

45,000

(10)

02/19/2024

Common  
Stock

45,000

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| EPPINGER FREDERICK H<br>THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST<br>WORCESTER, MA 01653 | X             |           | President<br>& CEO |       |

## Signatures

/s/ Matthew R. Frascella pursuant to Confirming  
Statement

11/02/2015

\_\_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).
- Mr. Eppinger "net exercised" a total of 623,333 options. The options were granted to Mr. Eppinger from 2007-2014, and were scheduled to expire ten years after issuance. A total of 465,113 shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercises, resulting in a net issuance of 158,220 shares to, and held by, Mr. Eppinger.
- (1) Does not include 200,612 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
  - (2) The option, representing the right to purchase a total of 100,000 shares, vested 25% on 2/23/08, 25% on 2/23/09, and the remaining 50% vested on 2/23/10.
  - (3) The option, representing the right to purchase a total of 50,000 shares, vested 25% on 2/25/09, 25% on 2/25/10, and the remaining 50% vested on 2/25/11.
  - (4) The option, representing the right to purchase a total of 75,000 shares, vested 50% on 2/23/12, and the remaining 50% vested on 2/23/13.
  - (5) The option, representing the right to purchase a total of 100,000 shares, vested 50% on 2/26/13, and the remaining 50% vested on 2/26/14.
  - (6) The option, representing the right to purchase a total of 100,000 shares, vested 50% on 2/28/14, and the remaining 50% vested on 2/28/15.
  - (7) The option, representing the right to purchase a total of 120,000 shares, vested 50% on 1/20/15, and the remaining 50% will vest on 1/20/16.
  - (8) The option, representing the right to purchase a total of 140,000 shares, vested 33% on 2/26/14, 33% on 2/26/15, and the remaining portion will vest on 2/26/16.
  - (9) The option, representing the right to purchase a total of 135,000 shares, vested 33% on 2/19/15, an additional 33% will vest on 2/19/16, and the remaining portion will vest on 2/19/17.
  - (10)

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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