

Tripp Ann Kirkpatrick
 Form 3
 April 27, 2018

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

OMB APPROVAL

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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 * Â Tripp Ann Kirkpatrick (Last) (First) (Middle) C/O THE HANOVER INSURANCE GROUP, INC., Â 440 LINCOLN STREET (Street) WORCESTER, Â MA Â 01653 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2018 | 3. Issuer Name and Ticker or Trading Symbol HANOVER INSURANCE GROUP, INC. [THG] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & Chief Investment Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 15,966.008 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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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) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Common Stock Option (right to buy) | Â <u>(2)</u> | 02/26/2023 | Common Stock | 2,117 | \$ 42.49 | D | Â |
| Common Stock Option (right to buy) | Â <u>(3)</u> | 02/19/2024 | Common Stock | 5,000 | \$ 57.99 | D | Â |
| Common Stock Option (right to buy) | Â <u>(4)</u> | 02/27/2025 | Common Stock | 5,000 | \$ 70.24 | D | Â |
| Common Stock Option (right to buy) | Â <u>(5)</u> | 02/23/2026 | Common Stock | 4,550 | \$ 82.74 | D | Â |
| Common Stock Option (right to buy) | Â <u>(6)</u> | 02/24/2027 | Common Stock | 4,290 | \$ 91.19 | D | Â |
| Common Stock Option (right to buy) | Â <u>(7)</u> | 02/27/2028 | Common Stock | 3,480 | \$ 110.57 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tripp Ann Kirkpatrick C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653 | Â | Â | Â SVP & Chief Investment Officer | Â |

Signatures

/s/ Ann K. Tripp 04/27/2018

__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).
 - (1) Includes 10,764 shares held by the Reporting Person and (i) 1,810 restricted stock units ("RSUs") that vest on 2/23/19; (ii) 1,855 RSUs that vest on 2/24/20; and (iii) 1,537.008 RSUs that vest on 2/27/21. In each case the Reporting Person must be continuously employed by the Issuer through the applicable vesting date for the RSUs to vest. Upon vesting, the RSUs convert into an equivalent number of shares of common stock.
 - (2) The option, originally for a total of 6,350 shares, vested 1/3 on each of 2/26/14, 2/26/15 and 2/26/16.
 - (3) The option vested 1/3 on each of 2/19/15, 2/19/16 and 2/19/17.
 - (4) The option vested 1/3 on each of 2/27/16, 2/27/17 and 2/27/18.
 - (5) The option vested 1/3 on each of 2/23/17 and 2/23/18, and the remaining 1/3 will vest on 2/23/19.
 - (6) The option vested 1/3 on 2/24/18, and will vest 1/3 on each of 2/24/19 and 2/24/20.
 - (7) The option will vest 1/3 on each of 2/27/19, 2/27/20 and 2/27/21.

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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