

TRANTER GREGORY D
Form 4
March 02, 2011

FORM 4

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

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

OMB APPROVAL

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(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)

(Last) (First) (Middle)

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

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Executive Vice President

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

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

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

WORCESTER, MA 01653

(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	02/28/2011		A ⁽¹⁾		2,690	A	11
							31,917
Common Stock	02/28/2011		F		855	D	\$ 46.47
							31,062
Common Stock	02/28/2011		A ⁽²⁾		2,750	A	22
							33,812
							D ⁽³⁾

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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(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)	8. Amount or Number of Shares
Common Stock (right to buy)	\$ 46.47	02/28/2011		A	20,000	(4) 02/28/2021	Common Stock	20,000

Reporting Owners

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

Signatures

Walter H. Stowell pursuant to Confirming Statement 03/02/2011

__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 25, 2008, Reporting Person was granted 4,980 (target) performance-based restricted stock units ("PBRUs") pursuant to Issuer's 2006 Long-Term Incentive Plan. On February 28, 2011, the Compensation Committee determined that the level of performance achieved entitled the holders of the PBRUs to 54% of their target award. Accordingly, on February 28, 2011, the PBRUs vested and converted into the number of shares shown on this Form 4.

(2) Grant of Restricted Stock Units pursuant to Issuer's 2006 Long Term Incentive Plan.

(3) Does not include approximately 520 shares held indirectly in 401(k).

(4) 50% vest on the third anniversary of the grant date and 50% 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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