HANOVER INSURANCE GROUP, INC.

Form 4 March 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

may continue.

See Instruction

1. Name and Address of Reporting Person * ZURAITIS MARITA			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			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011					Director 10% Owner Officer (give title Other (specify below) Executive Vice President				
GROUP, IN	NC., 440 LINCOI	LN										
					Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
WORCEST	TER, MA 01653						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 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	wnership Indirect orm: Beneficial irect (D) Ownership Indirect (Instr. 4)		
Common Stock	02/28/2011			Code V $A_{\underline{(1)}}$	Amount 1,835	(D)	Price (1)	35,822	I	Deferral Agreement		
Common Stock	02/28/2011			A(1)	4,230	A	<u>(1)</u>	45,289	D			
Common Stock	02/28/2011			F	1,344	D	\$ 46.47	43,945	D			
Common Stock	02/28/2011			A(2)	6,250	A	<u>(2)</u>	50,195	D			

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock (right to buy)	\$ 46.47	02/28/2011		A	45,000	<u>(3)</u>	02/28/2021	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

03/02/2011

**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).
 - On February 25, 2008, Reporting Person was granted 11,230 (target) performance-based restricted stock units ("PBRSUs") pursuant to the Issuer's 2006 Long-Term Incentive Plan. On February 28, 2011, the Compensation Committee determined that the level of
- (1) performance achieved entitled holders of the PBRSUs to 54% of their target award. Accordingly, on such date, the PBRSUs vested and Reporting Person was entitled to 6,065 shares of Common Stock. Of those shares 4,230 were issued and 1,835 were deferred pursuant to a deferral agreement.

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

Reporting Owners 2

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(3) 50% vest on the third anniversary of the grant date and 50% vest on the 4th anniversary of the grant date.

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