

Tripp Ann Kirkpatrick
Form 4
January 28, 2019

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 *
Tripp Ann Kirkpatrick

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
 Officer (give title below) _____ Other (specify below)
SVP & Chief Investment Officer

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

(Street)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 01/25/2019 | | A ⁽¹⁾ | V Amount (D) Price | 65.774 A \$ 0 | 16,422.813 ⁽²⁾ | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Option (right to buy) | \$ 40.74 <u>(3)</u> | | | | | <u>(4)</u> | 02/26/2023 | Common Stock | 2,208 <u>(3)</u> |
| Common Stock Option (right to buy) | \$ 55.6 <u>(5)</u> | | | | | <u>(4)</u> | 02/19/2024 | Common Stock | 5,215 <u>(5)</u> |
| Common Stock Option (right to buy) | \$ 67.34 <u>(6)</u> | | | | | <u>(4)</u> | 02/27/2025 | Common Stock | 5,215 <u>(6)</u> |
| Common Stock Option (right to buy) | \$ 79.33 <u>(7)</u> | | | | | <u>(8)</u> | 02/23/2026 | Common Stock | 4,746 <u>(7)</u> |
| Common Stock Option (right to buy) | \$ 87.43 <u>(9)</u> | | | | | <u>(10)</u> | 02/24/2027 | Common Stock | 4,475 <u>(9)</u> |
| Common Stock Option (right to buy) | \$ 106.01 <u>(11)</u> | | | | | <u>(12)</u> | 02/27/2028 | Common Stock | 3,630 <u>(11)</u> |

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 | | | SVP & Chief Investment Officer | |

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 01/28/2019

__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) Grant of restricted stock units under the Issuer's 2014 Long-Term Incentive Plan upon the accrual of dividend rights associated with restricted stock units originally granted on February 27, 2018 as a result of the payment of a \$4.75 special dividend on January 25, 2019 to all shareholders of record on January 10, 2019 that was announced on December 30, 2018 (the "Special Dividend"). Such units vest on the third anniversary of the date of grant of the underlying restricted stock units.

(2) Includes 158 shares acquired by an automatic adjustment to previously granted time-based restricted stock unit awards on January 9, 2019 pursuant to the terms specified in the awards to reflect the Special Dividend.

(3) Option award previously granted by the Issuer on February 26, 2013. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$42.49 to \$40.74, and the number of shares underlying the award was automatically adjusted from 2,117 to 2,208 to reflect the Special Dividend.

(4) A third of the award vested on each of the first three anniversaries of the date of grant.

(5) Option award previously granted by the Issuer on February 19, 2014. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$57.99 to \$55.60, and the number of shares underlying the award was automatically adjusted from 5,000 to 5,215 to reflect the Special Dividend.

(6) Option award previously granted by the Issuer on February 27, 2015. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$70.24 to \$67.34, and the number of shares underlying the award was automatically adjusted from 5,000 to 5,215 to reflect the Special Dividend.

(7) Option award previously granted by the Issuer on February 23, 2016. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$82.74 to \$79.33, and the number of shares underlying the award was automatically adjusted from 4,550 to 4,746 to reflect the Special Dividend.

(8) A third of the award vested on each of the first two anniversaries of the date of grant, and the remaining third will vest on the third anniversary of the date of grant.

(9) Option award previously granted by the Issuer on February 24, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$91.19 to \$87.43, and the number of shares underlying the award was automatically adjusted from 4,290 to 4,475 to reflect the Special Dividend.

(10) A third of the award vested on the first anniversary of the date of grant, and an additional third will vest on each of the second and third anniversaries of the date of grant.

(11) Option award previously granted by the Issuer on February 27, 2018. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$110.57 to \$106.01, and the number of shares underlying the award was automatically adjusted from 3,480 to 3,630 to reflect the Special Dividend.

(12) A third of the award will vest on each of the first three anniversaries of the date of grant.

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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