Welzenbach Mark Joseph
Form 4
May 08, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Welzenbach Mark Joseph

(Last) (First) (Middle)

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

(Street)

WORCESTER, MA 01653

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HANOVER INSURANCE GROUP, INC. [THG]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2018

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

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

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	(A) or (D)	Price			
Common Stock	05/04/2018		M		4,800	A	$ 70.24	30,213	D	
Common Stock	05/04/2018		S		4,800	D	$ 115.5867 (1)	25,413	D	
Common Stock	05/04/2018		M		4,723	A	$ 82.74	30,136	D	
Common Stock	05/04/2018		S		4,723	D	$ 115.5873	25,413	D	

						(2)		
Common Stock	05/04/2018	M	5,710	A	$ 91.19	31,123	D	
Common Stock	05/04/2018	S	5,710	D	$ 115.589 (3)	25,413	D	

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

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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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Option (right to buy)	$ 70.24	05/04/2018		M			4,800	(4)	02/27/2025	Common Stock	4,800	
Common Stock Option (right to buy)	$ 82.74	05/04/2018		M			4,723	(5)	02/23/2026	Common Stock	4,723	
Common Stock Option (right to buy)	$ 91.19	05/04/2018		M			5,710	(6)	02/24/2027	Common Stock	5,710	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
Welzenbach Mark Joseph C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653			Executive Vice President	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement	05/08/2018
**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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from $115.32 to $116.15, inclusive. The Reporting Person undertakes to provide The Hanover Insurance Group, Inc. ("THG"), any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from $115.36 to $116.12, inclusive. The Reporting Person undertakes to provide THG, any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from $115.32 to $116.14, inclusive. The Reporting Person undertakes to provide THG, any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The option, representing the right to purchase a total of 14,400 shares, vested 1/3 on each of 2/27/16, 2/27/17 and 2/27/18.

(5) The option, representing the right to purchase a total of 14,170 shares, 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, representing the right to purchase a total of 17,130 shares, vested 1/3 on 2/24/18, and 1/3 will vest on each of 2/24/19 and 2/24/20.

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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