ANGELINI MICHAEL P

Form 4

January 29, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * ANGELINI MICHAEL P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HANOVER INSURANCE GROUP,

(Check all applicable)

INC. [THG]

(Last) (First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title __ Other (specify

(Month/Day/Year)

C/O THE HANOVER INSURANCE 01/02/2018 GROUP, INC., 440 LINCOLN

STREET

(Street) 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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Seci	ırities		5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			Securities	Ownership	Indirect			
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	Form: Direct	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr.	3, 4 and	15)	Owned	(D) or	Ownership		
							Following	Indirect (I)	(Instr. 4)		
					(A)		Reported	(Instr. 4)			
					or		Transaction(s)				
			Code V	Amou		Price	(Instr. 3 and 4)				
Common Stock	01/02/2018		J(1) V	5,968	D	\$ 0 (1)	9,117	I	Deferral Agreement		
Common Stock	01/02/2018		J <u>(1)</u> V	5,968	A	\$ 0 (1)	60,274	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	tion Date		t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

X

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

ANGELINI MICHAEL P C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement

01/29/2018

**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).
- Change of ownership from indirect to direct pursuant to the terms of a deferral agreement for stock previously awarded (but deferred) under the Issuer's 2006 Long-Term Incentive Plan and 2014 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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