Desrochers Mark R Form 3 December 23, 2009

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement HANOVER INSURANCE GROUP, INC. [THG] À Desrochers Mark R (Month/Day/Year) 12/22/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O THE HANOVER (Check all applicable) INSURANCE GROUP, INC., 440 LINCOLN STREET 10% Owner Director (Street) \_X\_\_ Officer \_ Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Vice President \_X\_ Form filed by One Reporting Person WORCESTER, MAÂ 01653 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock  $10,053 \stackrel{(1)}{=}$ D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock (right to buy)	(2)	02/23/2017	Common Stock	3,610	\$ 48.46	D	Â
Common Stock (right to buy)	(3)	02/23/2019	Common Stock	5,000	\$ 34.19	D	Â

#### **Reporting Owners**

Reporting Owner Name / Address		Relationships				
r	Director	10% Owner	Officer	Other		
Desrochers Mark R C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653	Â	Â	Vice President	Â		

### **Signatures**

Mark R.
Desrochers

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
  - Includes (a) 1,026 restricted stock units that vest on February 23, 2010; (b) 2,750 restricted stock units that vest on February 25, 2011; (c) 535 restricted stock units that vest on August 1, 2011; (e) 1,000 restricted
- (1) stock units that vest on February 23, 2012; and (f) 1,000 restricted stock units that vest on February 23, 2013. In each case the Reporting Person must be continuously employed by the Issuer through the applicable vesting date for such restricted stock units to vest. Upon vesting, such restricted stock units automatically convert into an equivalent number of shares of Common Stock.
- (2) Such options vest 25% on February 23, 2008, 25% on February 23, 2009, and 50% on February 23, 2010.
- (3) Such options vest 50% on February 23, 2012 and 50% on February 23, 2013.

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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