

Tripp Ann Kirkpatrick
Form 4
February 13, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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
____X____ 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)

____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/11/2019		M		2,208	A	\$ 40.74
							18,630.813
Common Stock	02/11/2019		S		2,208	D	\$ 115.3
							16,422.813
Common Stock	02/11/2019		M		1,738	A	\$ 55.6
							18,160.813
Common Stock	02/11/2019		S		1,738	D	\$ 115.3
							16,422.813
	02/12/2019		M		1,700	A	\$ 55.6
							18,122.813

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Common
Stock

Common Stock	02/12/2019	S	1,700	D	\$ 116.9982	16,422.813	D
					<u>(1)</u>		

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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Common Stock Option (right to buy)	\$ 40.74	02/11/2019		M	2,208	<u>(2)</u>	02/26/2023	Common Stock	2,208
Common Stock Option (right to buy)	\$ 55.6	02/11/2019		M	1,738	<u>(3)</u>	02/19/2024	Common Stock	1,738
Common Stock Option (right to buy)	\$ 55.6	02/12/2019		M	1,700	<u>(3)</u>	02/19/2024	Common Stock	1,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Reporting Owners

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

02/13/2019

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$116.994 to \$117.05, 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 option, representing the right to purchase a total of 6,441 shares, vested 1/3 on each of 2/26/14, 2/26/15 and 2/26/16.

(3) The option, representing the right to purchase a total of 5,215 shares, vested 1/3 on each of 2/19/15, 2/19/16 and 2/19/17.

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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