

EPPINGER FREDERICK H  
 Form 4  
 May 15, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 EPPINGER FREDERICK H

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)  
 THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/14/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

WORCESTER, MA 01653

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	05/14/2013		M <sup>(1)</sup>	69,700 A	\$ 23.58	206,152	D
Common Stock	05/14/2013		F <sup>(1)</sup>	49,901 D	\$ 51.04	156,251	D <sup>(2)</sup>

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

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SEC 1474 (9-02)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option (right to buy)	\$ 23.58	05/14/2013		M <sup>(1)</sup>	69,700	<sup>(3)</sup> 08/28/2013	Common Stock	69,700	

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director      10% Owner      Officer      Other

EPPINGER FREDERICK H  
THE HANOVER INSURANCE GROUP, INC.  
440 LINCOLN ST  
WORCESTER, MA 01653

X      President & CEO

## Signatures

Walter H. Stowell pursuant to Confirming Statement

05/15/2013

\_\_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).
- Mr. Eppinger "net exercised" 69,700 options. The options were granted to Mr. Eppinger in 2003 when he joined the Company, and were
- (1) scheduled to expire in August 2013. A total of 49,901 shares were withheld by the Company to satisfy the exercise price and taxes associated with the exercise, resulting in a net issuance of 19,799 shares to, and held by, Mr. Eppinger.
  - (2) Does not include 160,362 shares held indirectly in a Rabbi Trust pursuant to deferral agreements.
  - (3) 25% of the options vested on 8/28/04, 25% of the options vested on 8/28/05 and the remaining 50% of the options vested on 8/28/06.

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