

PARRY EDWARD J III
Form 4
May 03, 2007

FORM 4

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

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).

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 *
PARRY EDWARD J III

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
 Officer (give title below) Other (specify below)

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.
(E-6)

05/02/2007

EVP & CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

WORCESTER, MA 01653

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/02/2007 | | M | | 50,000 A \$ 44.05 | D | |
| Common Stock | 05/02/2007 | | M | | 50,000 A \$ 36.88 | D | |
| Common Stock | 05/02/2007 | | M | | 24,500 A \$ 36.5 | D | |
| Common Stock | 05/02/2007 | | S | | 1,300 D \$ 47.75 | D | |
| | 05/02/2007 | | S | | 200 D | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | | | | | \$ 47.71 | | |
| Common Stock | 05/02/2007 | S | 1,000 | D | \$ 47.7 | 177,719 | D |
| Common Stock | 05/02/2007 | S | 500 | D | \$ 47.69 | 177,219 | D |
| Common Stock | 05/02/2007 | S | 400 | D | \$ 47.68 | 176,819 | D |
| Common Stock | 05/02/2007 | S | 100 | D | \$ 47.67 | 176,719 | D |
| Common Stock | 05/02/2007 | S | 93,600 | D | \$ 47.66 | 83,119 | D |
| Common Stock | 05/02/2007 | S | 1,100 | D | \$ 47.65 | 82,019 | D |
| Common Stock | 05/02/2007 | S | 700 | D | \$ 47.61 | 81,319 | D |
| Common Stock | 05/02/2007 | S | 300 | D | \$ 47.6 | 81,019 | D |
| Common Stock | 05/02/2007 | S | 500 | D | \$ 47.59 | 80,519 | D |
| Common Stock | 05/02/2007 | S | 100 | D | \$ 47.58 | 80,419 | D |
| Common Stock | 05/02/2007 | S | 1,300 | D | \$ 47.57 | 79,119 | D |
| Common Stock | 05/02/2007 | S | 500 | D | \$ 47.56 | 78,619 | D |
| Common Stock | 05/02/2007 | S | 6,600 | D | \$ 47.55 | 72,019 | D |
| Common Stock | 05/02/2007 | S | 500 | D | \$ 47.54 | 71,519 | D |
| Common Stock | 05/02/2007 | S | 700 | D | \$ 47.53 | 70,819 | D |
| Common Stock | 05/02/2007 | S | 1,700 | D | \$ 47.52 | 69,119 | D |
| Common Stock | 05/02/2007 | S | 400 | D | \$ 47.51 | 68,719 | D |
| Common Stock | 05/02/2007 | S | 12,300 | D | \$ 47.5 | 56,419 | D |
| Common Stock | 05/02/2007 | S | 200 | D | \$ 47.48 | 56,219 | D |
| | 05/02/2007 | S | 300 | D | | 55,919 | D |

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| | | | | | | | | | | | |
|--------------|------------|--|---|-----|----|----|--|--------|----------------|-------|-------|
| Common Stock | | | | | \$ | | | | | 47.45 | |
| Common Stock | 05/02/2007 | | S | 200 | D | \$ | | 55,719 | ⁽¹⁾ | D | 47.33 |

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

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 44.05 | 05/02/2007 | | M | 50,000 | ⁽²⁾ 01/02/2012 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 36.88 | 05/02/2007 | | M | 50,000 | ⁽³⁾ 02/27/2014 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 36.5 | 05/02/2007 | | M | 24,500 | ⁽⁴⁾ 02/07/2015 | Common Stock | 24,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PARRY EDWARD J III C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-6) WORCESTER, MA 01653 | X | | EVP & CFO | |

Signatures

Edward J. Parry,
III

05/03/2007

__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) Additional 29 shares held indirectly in 401(k) plan.

(2) Option to purchase granted on January 2, 2002 under Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on January 2, 2003; 25% on January 2, 2004; and the remaining 50% on January 2, 2005.

(3) Option to purchase granted on February 27, 2004 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 27, 2005; 25% on February 27, 2006; and the remaining 50% on February 27, 2007.

(4) Option to purchase granted on February 7, 2005 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 7, 2006; 25% on February 7, 2007; and the remaining 50% will vest on February 7, 2008.

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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