

Salvatore Bryan J
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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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 *
Salvatore Bryan J

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)
Executive Vice President

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)
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/23/2019		A ⁽¹⁾	4,029 A \$ 0	6,293	D	

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)

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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. Price of Underlying Securities (Instr. 3 and 4)
Common Stock Option (right to buy)	\$ 83.89 <u>(2)</u>					<u>(3)</u> 06/12/2027	Common Stock	20,674 <u>(2)</u>
Common Stock Option (right to buy)	\$ 83.89 <u>(4)</u>					<u>(5)</u> 06/12/2027	Common Stock	19,339 <u>(4)</u>
Common Stock Option (right to buy)	\$ 106.01 <u>(6)</u>					<u>(7)</u> 02/27/2028	Common Stock	16,100 <u>(6)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salvatore Bryan J C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653			Executive Vice President	

Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 01/24/2019

__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)

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On June 12, 2017, the Reporting Person was granted 2,575 (target) performance-based restricted stock units ("PBRsUs") pursuant to the Issuer's 2014 Long-Term Incentive Plan. The PBRsUs were subject to both performance-based and time-based vesting conditions. On December 30, 2018, the Issuer announced the issuance of a \$4.75 special dividend payable on January 25, 2019 to all shareholders of record on January 10, 2019 (the "Special Dividend"). On January 9, 2019, pursuant to the terms of the award, the target amount of the PBRsUs was automatically adjusted to reflect the Special Dividend. On January 23, 2019, the performance condition for this award was certified at 150% of the target award, vesting the performance condition of the PBRsUs and converting the award into a restricted stock unit for the number of shares indicated. The restricted stock unit will vest 100% on the second anniversary of the original PBRsU grant date.

(2) Option award previously granted by the Issuer on June 12, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$87.50 to \$83.89, and the number of shares underlying the award was automatically adjusted from 19,820 to 20,674 to reflect the Special Dividend.

(3) The award will vest in full on the second anniversary of the date of grant.

(4) Option award previously granted by the Issuer on June 12, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$87.50 to \$83.89, and the number of shares underlying the award was automatically adjusted from 18,540 to 19,339 to reflect the Special Dividend.

(5) A third of the award vested on the first anniversary of the date of grant, and an additional third will vest on each of the second and third anniversaries of the date of grant.

(6) Option award previously granted by the Issuer on February 27, 2018. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from \$110.57 to \$106.01, and the number of shares underlying the award was automatically adjusted from 15,435 to 16,100 to reflect the Special Dividend.

(7) A third of the award will vest on each of the first three anniversaries of the date of grant.

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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