

HANOVER INSURANCE GROUP, INC.

Form 4

February 16, 2006

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KAVANAUGH JOHN P**

(Last) (First) (Middle)

**C/O THE HANOVER INSURANCE  
GROUP, INC., 440 LINCOLN ST.**

(Street)

**WORCESTER, MA 01653**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**HANOVER INSURANCE GROUP,  
INC. [THG]**

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

02/14/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**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                    | 02/14/2006                           |                                                    | M                              |                                                                   | 3,500  | A          | \$ 36.5                                                                                       | 37,770                                                   | D                                                     |
| Common Stock                    | 02/14/2006                           |                                                    | M                              |                                                                   | 4,200  | A          | \$ 44.05                                                                                      | 41,970                                                   | D                                                     |
| Common Stock                    | 02/14/2006                           |                                                    | S                              |                                                                   | 4,200  | D          | \$ 46.5                                                                                       | 37,770                                                   | D                                                     |
| Common Stock                    | 02/14/2006                           |                                                    | S                              |                                                                   | 3,500  | D          | \$ 46.25                                                                                      | 34,270                                                   | D                                                     |
| Common Stock                    | 02/15/2006                           |                                                    | M                              |                                                                   | 20,000 | A          | \$ 44.05                                                                                      | 54,270                                                   | D                                                     |

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|                 |            |   |        |   |         |        |                  |
|-----------------|------------|---|--------|---|---------|--------|------------------|
| Common<br>Stock | 02/15/2006 | S | 10,000 | D | \$ 46.6 | 44,270 | D                |
| Common<br>Stock | 02/15/2006 | S | 10,000 | D | \$ 46.4 | 34,270 | D <sup>(1)</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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|--|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               |  |                                        |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 36.5                                                            | 02/14/2006                              |                                                             | M                                    | 3,500                                                                                                        | <u>(2)</u>                                                     | 02/07/2015         | Common<br>Stock                                                     |  | 3,500                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.05                                                           | 02/14/2006                              |                                                             | M                                    | 4,200                                                                                                        | <u>(3)</u>                                                     | 01/02/2012         | Common<br>Stock                                                     |  | 4,200                                  |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.05                                                           | 02/15/2006                              |                                                             | M                                    | 20,000                                                                                                       | <u>(3)</u>                                                     | 01/02/2012         | Common<br>Stock                                                     |  | 20,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships                             |
|-----------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                                     | Director    10% Owner    Officer    Other |
| KAVANAUGH JOHN P<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST.<br>WORCESTER, MA 01653 | Vice<br>President                         |

## Signatures

John P.  
Kavanaugh

02/16/2006

    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 481 shares held indirectly by 401(k) plan.
- (2) Option to purchase granted February 7, 2005 under Issuer's Long-Term Stock Incentive Plan, which become exercisable at rate of 25% on February 7, 2006, 25% on February 7, 2007, and 50% on February 7, 2008.
- (3) Option to purchase granted on January 2, 2002 under Issuer's Long-Term Stock Incentive Plan, which became exercisable at a rate of 25% on January 2, 2003, 25% on January 2, 2004, and 50% on January 2, 2005.

### Remarks:

#### Exhibit 24 - Confirming Statement

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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