

KAVANAUGH JOHN P
Form 4
February 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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 *
KAVANAUGH JOHN P

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

(Last) (First) (Middle)
C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN STREET

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2006

(Street)
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 | | |
| Common Stock | 02/09/2006 | | M | A | \$ 35.375 | 37,140 | D |
| Common Stock | 02/09/2006 | | M | A | \$ 36.88 | 40,590 | D |
| Common Stock | 02/09/2006 | | S | D | \$ 46 | 38,620 | D |
| Common Stock | 02/09/2006 | | S | D | \$ 45.93 | 38,520 | D |
| | 02/09/2006 | | S | D | \$ 45.91 | 37,370 | D |

Common
Stock

| | | | | | | | |
|-----------------|------------|---|-------|---|----------|--------|------------------|
| Common Stock | 02/09/2006 | S | 3,100 | D | \$ 45.9 | 34,270 | D |
| Common Stock | 02/10/2006 | M | 5,300 | A | \$ 36.88 | 39,570 | D |
| Common Stock | 02/10/2006 | S | 5,300 | D | \$ 46 | 34,270 | D ⁽¹⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 36.88 | 02/09/2006 | | M | 3,450 | ⁽²⁾ 02/27/2014 | Common Stock | 3,450 |
| Stock Option (Right to Buy) | \$ 35.375 | 02/09/2006 | | M | 2,870 | ⁽³⁾ 05/20/2007 | Common Stock | 2,870 |
| Stock Option (Right to Buy) | \$ 36.88 | 02/10/2006 | | M | 5,300 | ⁽²⁾ 02/27/2014 | Common Stock | 5,300 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KAVANAUGH JOHN P
C/O THE HANOVER INSURANCE GROUP, INC.
440 LINCOLN STREET
WORCESTER, MA 01653

Vice
President

Signatures

John P.
Kavanaugh 02/13/2006

__Signature of Date
Reporting Person

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 on February 27, 2004 under Issuer's Long-Term Stock Incentive Plan, which become exercisable at rate of 25% on February 27, 2005, 25% on February 27, 2006 and 50% on February 27, 2007.
- (3) Option to purchase granted on May 20, 1997 under Issuer's Long-Term Stock Incentive Plan, which become exercisable at the rate of 20% per year on each of the first five anniversaries of grant date.

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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