

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 ____ Other (specify
below) 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 Stock	02/15/2006	S	10,000	D	\$ 46.6	44,270	D
Common Stock	02/15/2006	S	10,000	D	\$ 46.4	34,270	D ⁽¹⁾

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (Right to Buy)	\$ 36.5	02/14/2006		M	3,500	<u>(2)</u>	02/07/2015	Common Stock		3,500
Stock Option (Right to Buy)	\$ 44.05	02/14/2006		M	4,200	<u>(3)</u>	01/02/2012	Common Stock		4,200
Stock Option (Right to Buy)	\$ 44.05	02/15/2006		M	20,000	<u>(3)</u>	01/02/2012	Common Stock		20,000

Reporting Owners

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