FARBER JEFFREY M
Form 4
January 24, 2019

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARBER JEFFREY M

(Last) (First) (Middle)

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

(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)
01/23/2019

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)
Executive 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	01/23/2019		A(1)		9,403	A	$ 0	11,903	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)

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. Pric Deriva Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Option (right to buy)	$ 71.79 (2)							(3)	10/03/2026	Common Stock	49,547 (2)	
Common Stock Option (right to buy)	$ 87.43 (4)							(5)	02/24/2027	Common Stock	53,589 (4)	
Common Stock Option (right to buy)	$ 106.01 (6)							(7)	02/27/2028	Common Stock	46,657 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARBER JEFFREY M 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)

On October 3, 2016, the Reporting Person was granted 6,010 (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 third anniversary of the original PBRSU grant date.

(2) Option award previously granted by the Issuer on October 3, 2016. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from $74.88 to $71.79, and the number of shares underlying the award was automatically adjusted from 47,500 to 49,547 to reflect the Special Dividend.

(3) A third of the award vested on each of the first two anniversaries of the date of grant, and the remaining third will vest on the third anniversary of the date of grant.

(4) Option award previously granted by the Issuer on February 24, 2017. On January 9, 2019, pursuant to the terms specified in the award, the exercise price of this award was automatically adjusted from $91.19 to $87.43, and the number of shares underlying the award was automatically adjusted from 51,375 to 53,589 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 44,730 to 46,657 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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