

PARRY EDWARD J III  
Form 5/A  
February 03, 2006

# FORM 5

## 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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

### ANNUAL 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

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
PARRY EDWARD J III

(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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2002

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/14/2003

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
EVP & Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5)<br>(A)<br>or<br>Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|

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

**Persons who respond to the collection of information  
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SEC 2270  
(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 | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|-------------------------------------------------|

# Edgar Filing: PARRY EDWARD J III - Form 5/A

| Security<br>(Instr. 3)               | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     | (Month/Day/Year)    |                    | (Instr. 3 and 4) |                                     |
|--------------------------------------|---------------------------------------------------|------------|-------------------------|--------------------|--------------------------------------------------------------------------------|-----|---------------------|--------------------|------------------|-------------------------------------|
|                                      |                                                   |            |                         |                    | (A)                                                                            | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 44.05                                          | 01/02/2002 | Â                       | A                  | 50,000<br><u>(1)</u>                                                           | Â   | Â <u>(2)</u>        | 01/02/2012         | Common<br>Stock  | 50,000<br><u>(1)</u>                |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |                                 |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                                       | Director      | 10% Owner | Officer                         | Other |
| PARRY EDWARD J III<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN ST.<br>WORCESTER, MA 01653 | Å X           | Å         | Å EVP & Chief Financial Officer | Å     |

## Signatures

Edward J. Parry,  
III 02/02/2006

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) Due to an administrative error in the original filing, Table II, items 5, 7, and 9 indicated a grant of an option to purchase 45,000 shares. The actual grant was an option to purchase 50,000 shares.
- (2) Option to purchase granted under Issuer's Long-Term Stock Incentive Plan, which option became exercisable at the rate of 25% on January 2, 2003, 25% on January 2, 2004, and 50% on January 2, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.