

HANOVER INSURANCE GROUP, INC.

Form 4

February 16, 2006

**FORM 4**

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

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).

**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**

(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  
 Officer (give title below)  Other (specify below)  
Vice President

6. Individual or Joint/Group Filing(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 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 <sup>(1)</sup>

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
Stock Option (Right to Buy)	\$ 36.5	02/14/2006		M	3,500	<sup>(2)</sup> 02/07/2015	Common Stock	3,500
Stock Option (Right to Buy)	\$ 44.05	02/14/2006		M	4,200	<sup>(3)</sup> 01/02/2012	Common Stock	4,200
Stock Option (Right to Buy)	\$ 44.05	02/15/2006		M	20,000	<sup>(3)</sup> 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. 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.