

Welzenbach Mark Joseph
 Form 4
 May 08, 2018

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

OMB APPROVAL

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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 *
 Welzenbach Mark Joseph

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)
 Executive Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/04/2018

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 05/04/2018 | | M | | 4,800 | A | \$ 70.24 30,213 D |
| Common Stock | 05/04/2018 | | S | | 4,800 | D | \$ 115.5867 25,413 D |
| Common Stock | 05/04/2018 | | M | | 4,723 | A | \$ 82.74 30,136 D |
| Common Stock | 05/04/2018 | | S | | 4,723 | D | \$ 115.5873 25,413 D |

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(2)

| | | | | | | | |
|--------------|------------|---|-------|---|-------------------|--------|---|
| Common Stock | 05/04/2018 | M | 5,710 | A | \$ 91.19 | 31,123 | D |
| Common Stock | 05/04/2018 | S | 5,710 | D | \$ 115.589 (3) | 25,413 | D |

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.

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option (right to buy) | \$ 70.24 | 05/04/2018 | | M | 4,800 | (4) 02/27/2025 | Common Stock | 4,800 |
| Common Stock Option (right to buy) | \$ 82.74 | 05/04/2018 | | M | 4,723 | (5) 02/23/2026 | Common Stock | 4,723 |
| Common Stock Option (right to buy) | \$ 91.19 | 05/04/2018 | | M | 5,710 | (6) 02/24/2027 | Common Stock | 5,710 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Welzenbach Mark Joseph
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

05/08/2018

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$115.32 to \$116.15, inclusive. The Reporting Person undertakes to provide The Hanover Insurance Group, Inc. ("THG"), any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$115.36 to \$116.12, inclusive. The Reporting Person undertakes to provide THG, any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple prices ranging from \$115.32 to \$116.14, inclusive. The Reporting Person undertakes to provide THG, any security holder of THG, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (4) The option, representing the right to purchase a total of 14,400 shares, vested 1/3 on each of 2/27/16, 2/27/17 and 2/27/18.
 - (5) The option, representing the right to purchase a total of 14,170 shares, vested 1/3 on each of 2/23/17 and 2/23/18, and the remaining 1/3 will vest on 2/23/19.
 - (6) The option, representing the right to purchase a total of 17,130 shares, vested 1/3 on 2/24/18, and 1/3 will vest on each of 2/24/19 and 2/24/20.

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.