

PARRY EDWARD J III
 Form 4
 May 03, 2007

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 *
PARRY EDWARD J III

2. Issuer Name and Ticker or Trading Symbol
HANOVER INSURANCE GROUP, INC. [THG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

EVP & CFO

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST.
 (E-6)

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

WORCESTER, MA 01653

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/02/2007		M		50,000 A \$ 44.05	D	
Common Stock	05/02/2007		M		50,000 A \$ 36.88	D	
Common Stock	05/02/2007		M		24,500 A \$ 36.5	D	
Common Stock	05/02/2007		S		1,300 D \$ 47.75	D	
	05/02/2007		S		200 D	D	

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Common Stock					\$ 47.71		
Common Stock	05/02/2007	S	1,000	D	\$ 47.7	177,719	D
Common Stock	05/02/2007	S	500	D	\$ 47.69	177,219	D
Common Stock	05/02/2007	S	400	D	\$ 47.68	176,819	D
Common Stock	05/02/2007	S	100	D	\$ 47.67	176,719	D
Common Stock	05/02/2007	S	93,600	D	\$ 47.66	83,119	D
Common Stock	05/02/2007	S	1,100	D	\$ 47.65	82,019	D
Common Stock	05/02/2007	S	700	D	\$ 47.61	81,319	D
Common Stock	05/02/2007	S	300	D	\$ 47.6	81,019	D
Common Stock	05/02/2007	S	500	D	\$ 47.59	80,519	D
Common Stock	05/02/2007	S	100	D	\$ 47.58	80,419	D
Common Stock	05/02/2007	S	1,300	D	\$ 47.57	79,119	D
Common Stock	05/02/2007	S	500	D	\$ 47.56	78,619	D
Common Stock	05/02/2007	S	6,600	D	\$ 47.55	72,019	D
Common Stock	05/02/2007	S	500	D	\$ 47.54	71,519	D
Common Stock	05/02/2007	S	700	D	\$ 47.53	70,819	D
Common Stock	05/02/2007	S	1,700	D	\$ 47.52	69,119	D
Common Stock	05/02/2007	S	400	D	\$ 47.51	68,719	D
Common Stock	05/02/2007	S	12,300	D	\$ 47.5	56,419	D
Common Stock	05/02/2007	S	200	D	\$ 47.48	56,219	D
	05/02/2007	S	300	D		55,919	D

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Common Stock					\$				
					47.45				
Common Stock	05/02/2007		S	200	D	\$	55,719 ⁽¹⁾	D	
						47.33			

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

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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
						Date Exercisable	Expiration Date		
Stock Option (Right to Buy)	\$ 44.05	05/02/2007		M	50,000	<u>(2)</u>	01/02/2012	Common Stock	50,000
Stock Option (Right to Buy)	\$ 36.88	05/02/2007		M	50,000	<u>(3)</u>	02/27/2014	Common Stock	50,000
Stock Option (Right to Buy)	\$ 36.5	05/02/2007		M	24,500	<u>(4)</u>	02/07/2015	Common Stock	24,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRY EDWARD J III C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-6) WORCESTER, MA 01653	X		EVP & CFO	

Signatures

Edward J. Parry,
III

05/03/2007

__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 29 shares held indirectly in 401(k) plan.

(2) Option to purchase granted on January 2, 2002 under Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on January 2, 2003; 25% on January 2, 2004; and the remaining 50% on January 2, 2005.

(3) Option to purchase granted on February 27, 2004 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 27, 2005; 25% on February 27, 2006; and the remaining 50% on February 27, 2007.

(4) Option to purchase granted on February 7, 2005 pursuant to Issuer's Amended Long-Term Stock Incentive Plan. Options vested 25% on February 7, 2006; 25% on February 7, 2007; and the remaining 50% will vest on February 7, 2008.

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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