

HANOVER INSURANCE GROUP, INC.  
 Form 4  
 May 17, 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 \*  
 HUBER J KENDALL

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)  
 SVP & General Counsel

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

(Street)

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 (A) or (D)  |  |  |
| Common Stock                    | 05/15/2006                           |  | M                              |   | 20,000 A \$ 14.94   | 38,501   | D  |
| Common Stock                    | 05/15/2006                           |  | S                              |   | 100 D \$ 48.67  | 38,401   | D  |
| Common Stock                    | 05/15/2006                           |  | S                              |   | 1,000 D \$ 48.68  | 37,401   | D  |
| Common Stock                    | 05/15/2006                           |  | S                              |   | 700 D \$ 48.71  | 36,701   | D  |
|                                 | 05/15/2006                           |  | S                              |   | 100 D   | 36,601   | D  |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock |            |   |       |   | \$ 48.74 |        |   |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.77 | 36,501 | D |
| Common Stock | 05/15/2006 | S | 800   | D | \$ 48.78 | 35,701 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.8  | 35,601 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.81 | 35,501 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.82 | 35,401 | D |
| Common Stock | 05/15/2006 | S | 400   | D | \$ 48.83 | 35,001 | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 48.84 | 34,801 | D |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 48.85 | 34,501 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.86 | 34,401 | D |
| Common Stock | 05/15/2006 | S | 900   | D | \$ 48.87 | 33,501 | D |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 48.88 | 33,201 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.89 | 33,101 | D |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 48.9  | 32,801 | D |
| Common Stock | 05/15/2006 | S | 600   | D | \$ 48.91 | 32,201 | D |
| Common Stock | 05/15/2006 | S | 400   | D | \$ 48.92 | 31,801 | D |
| Common Stock | 05/15/2006 | S | 500   | D | \$ 48.93 | 31,301 | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 48.94 | 31,101 | D |
| Common Stock | 05/15/2006 | S | 600   | D | \$ 48.95 | 30,501 | D |
| Common Stock | 05/15/2006 | S | 100   | D | \$ 48.96 | 30,401 | D |
|              | 05/15/2006 | S | 1,100 | D |          | 29,301 | D |

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|              |            |   |       |   |          |                       |   |
|--------------|------------|---|-------|---|----------|-----------------------|---|
| Common Stock |            |   |       |   |          | \$ 48.97              |   |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 48.98 | 29,001                | D |
| Common Stock | 05/15/2006 | S | 200   | D | \$ 48.99 | 28,801                | D |
| Common Stock | 05/15/2006 | S | 300   | D | \$ 49    | 28,501                | D |
| Common Stock | 05/15/2006 | S | 1,900 | D | \$ 49.2  | 26,601                | D |
| Common Stock | 05/15/2006 | S | 500   | D | \$ 49.21 | 26,101 <sup>(1)</sup> | D |

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)                | \$ 14.94   | 05/15/2006                           |  | M                              | 20,000  | <sup>(2)</sup> 01/17/2013                                | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| HUBER J KENDALL<br>C/O THE HANOVER INSURANCE GROUP, INC.<br>440 LINCOLN STREET<br>WORCESTER, MA 01653 |               |           | SVP &<br>General<br>Counsel |       |

## Signatures

J. Kendall  
Huber

05/17/2006

\_\_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) Maximum number of entries reached on this form. An additional Form 4 is being filed on the date hereof to report additional transactions by reporting person on May 15, 2006.
  - (2) Option to purchase granted under Issuer's Long-Term Stock Incentive Plan, which became exercisable at a rate of 25% on January 17, 2004, 25% on January 17, 2005, and 50% on January 17, 2006.

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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