

KAVANAUGH JOHN P
 Form 4
 February 02, 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

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)
 Vice President

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

(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 or Disposed of (A) or (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 | 02/01/2006 | | M | A | 40,000 | \$ 14.94 | 74,270 D |
| Common Stock | 02/01/2006 | | S | D | 20,000 | \$ 47.5 | 54,270 D |
| Common Stock | 02/01/2006 | | S | D | 3,400 | \$ 47.3 | 50,870 D |
| Common Stock | 02/01/2006 | | S | D | 1,900 | \$ 47.29 | 48,970 D |
| Common Stock | 02/01/2006 | | S | D | 700 | \$ 47.28 | 48,270 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|------------------|
| Common Stock | 02/01/2006 | S | 2,100 | D | \$ 47.27 | 46,170 | D |
| Common Stock | 02/01/2006 | S | 300 | D | \$ 47.26 | 45,870 | D |
| Common Stock | 02/01/2006 | S | 7,200 | D | \$ 47.25 | 38,670 | D |
| Common Stock | 02/01/2006 | S | 1,800 | D | \$ 47.23 | 36,870 | D |
| Common Stock | 02/01/2006 | S | 1,900 | D | \$ 47.22 | 34,970 | D |
| Common Stock | 02/01/2006 | S | 700 | D | \$ 47.21 | 34,270 | D ⁽¹⁾ |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 14.94 | 02/01/2006 | | M | 40,000 | <u>(2)</u> 01/17/2013 | Common Stock | 40,000 |

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

02/02/2006

 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) Additional 481 shares held indirectly by 401(k) plan.
 - (2) Option to purchase granted under Issuer's Long-Term Stock Incentive Plan, which option became exercisable at the 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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