

HANOVER INSURANCE GROUP, INC.

Form 4

April 17, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Stuchbery Robert A

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)  
440 LINCOLN STREET, E-10  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
04/16/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & CEO, Chaucer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	04/16/2014		A <sup>(1)</sup>	1	A	\$	58.23
					363	I <sup>(2)</sup>	

By Trustee of The Chaucer Share Incentive Plan

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.

SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuchbery Robert A 440 LINCOLN STREET E-10 WORCESTER, MA 01653			President & CEO, Chaucer	

## Signatures

/s/ Matthew R. Frascella pursuant to Confirming Statement 04/17/2014

\_\_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) Purchase of Dividend Shares under The Chaucer Share Incentive Plan.
- (2) Does not include 30,045 shares held directly by the Reporting Person.

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. rowspan="2" width="50"> 12/30/2015\_\_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).
- On December 30, 2015, pursuant to the terms of the Third Amended and Restated Limited Liability Company Operating Agreement of
- (1) National CineMedia, LLC, dated as of February 13, 2007, American Multi-Cinema, Inc. redeemed 200,000 Common Units of National CineMedia, LLC, in exchange for 200,000 newly issued shares of Common Stock in National CineMedia, Inc.

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The 200,000 shares of Common Stock are held directly by American Multi-Cinema, Inc. and indirectly by AMC Entertainment Inc. and

(2) AMC Entertainment Holdings, Inc. AMC Entertainment Inc. is the parent corporation of American Multi-Cinema, Inc. and AMC Entertainment Holdings, Inc. is the parent corporation of AMC Entertainment Inc.

(3) Common Units of National CineMedia, LLC may be converted at any time into shares of Common Stock of National CineMedia, Inc. on a one-for-one basis and have no expiration date.

Of the reported securities, 19,463,664 Common Units are owned directly and 4,399,324 Common Units are held indirectly through a subsidiary by American Multi-Cinema, Inc. All of the reported securities are held indirectly by AMC Entertainment Inc. and AMC

(4) Entertainment Holdings, Inc. AMC Entertainment Inc. is the parent corporation of American Multi-Cinema, Inc. and AMC Entertainment Holdings, Inc. is the parent corporation of AMC Entertainment Inc.

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