

HUBER J KENDALL
 Form 4
 February 08, 2008

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
 ___X___ Officer (give title below) ___ Other (specify below)

SVP and General Counsel

C/O THE HANOVER INSURANCE GROUP, INC., 440 LINCOLN ST. (E-10)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___X___ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/07/2008		A ⁽¹⁾	5,400 A (1)	32,419	D	
Common Stock	02/07/2008		A ⁽²⁾	5,890 A (2)	38,309	D	
Common Stock	02/07/2008		F	1,795 D \$ 44.85	36,514	D	

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

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUBER J KENDALL C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. (E-10) WORCESTER, MA 01653			SVP and General Counsel	

Signatures

J. Kendall
Huber 02/08/2008

**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 2/7/05, Reporting Person was granted 3,600 (target) performance-based restricted stock units (the "2005 PBRsUs") pursuant to the Issuer's Amended Long-Term Stock Incentive Plan (the "1996 Plan"). Provided the Issuer's property and casualty operations achieved a specified return on equity for the year 2007 (the "2007 ROE Target") and the Reporting Person remains continuously employed by the Issuer until such date, the 2005 PBRsUs vest three years after the grant date (2/7/08). The actual 2005 PBRsU award could be as low as zero or as high as 150% of the target based upon the return on equity actually achieved. On 2/7/08, the Issuer determined that the 2007 ROE Target had been achieved at a level that entitled holders of the 2005 PBRsUs to 150% of their target award. Accordingly, Reporting Person was issued 5,400 shares of THG common stock.
- (2) On 2/14/06, Reporting Person was granted 4,000 (target) performance-based restricted stock units (the "2006 PBRsUs") pursuant to the Issuer's 1996 Plan. Provided the Issuer's property and casualty operations achieved a specified average return on equity for the years 2006 and 2007 (the "ROE Target") and Reporting Person remains continuously employed by the Issuer until such date, 50% of the 2006 PBRsUs vest two years after grant date and the remaining 50% of the 2006 PBRsUs vest three years after grant date. The actual 2006

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PBRSU award could be as low as zero and as high as 175% of the target, based upon the return on equity actually achieved. On 2/7/08, the Issuer determined that the ROE Target had been achieved at a level the entitled holders of the 2006 PBRsUs to 147.25% of their target award. Accordingly, provided Reporting Person remains employed by the Issuer on the applicable vesting dates, Reporting Person will be issued an aggregate of 5,890 shares of THG common stock.

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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