PARRY EDWARD J III

Form 5/A

(City)

(State)

(Zip)

February 03, 2006

FORM 5

OMB UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported

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) THE HANOVER INSURANCE DUP, INC., 440 LINCOLN ST.		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2002	X Director 10% Owner Officer (give title Other (specify below) below) EVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 02/14/2003	6. Individual or Joint/Group Reporting (check applicable line)		

WORCESTER, MAÂ 01653 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting

____ Form Filed by More than One Reporting
Person

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. Securit Acquired Disposed (Instr. 3,	(A) or of (D) 4 and (A))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	or (D)	Price	(Instr. 3 and 4)		

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 44.05	01/02/2002	Â	A	50,000 (1)	Â	(2)	01/02/2012	Common Stock	50,000 (1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PARRY EDWARD J III C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST.

X Â Â EVP & Chief Financial Officer

WORCESTER, MAÂ 01653

Signatures

Edward J. Parry, 02/02/2006

**Signature of Date
Reporting Person

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).
- Due to an administrative error in the original filing, Table II, items 5, 7, and 9 indicated a grant of an option to purchase 45,000 shares. The actual grant was an option to purchase 50,000 shares.
- (2) Option to purchase granted under Issuer's Long-Term Stock Incentive Plan, which option became exercisable at the rate of 25% on January 2, 2003, 25% on January 2, 2004, and 50% on January 2, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2