

PARRY EDWARD J III
 Form 4
 February 03, 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 *
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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

EVP & Chief Financial Officer

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2006		M		30,000	A	\$ 14.94
Common Stock	02/01/2006		S		500	D	\$ 46.86
Common Stock	02/01/2006		S		500	D	\$ 46.85
Common Stock	02/01/2006		S		200	D	\$ 46.84
Common Stock	02/01/2006		S		300	D	\$ 46.83

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Common Stock	02/01/2006	S	200	D	\$ 46.82	60,664	D
Common Stock	02/01/2006	S	1,500	D	\$ 46.81	59,164	D
Common Stock	02/01/2006	S	4,200	D	\$ 46.8	54,964	D
Common Stock	02/01/2006	S	1,200	D	\$ 46.79	53,764	D
Common Stock	02/01/2006	S	2,600	D	\$ 46.78	51,164	D
Common Stock	02/01/2006	S	1,100	D	\$ 46.77	50,064	D
Common Stock	02/01/2006	S	1,200	D	\$ 46.76	48,864	D
Common Stock	02/01/2006	S	600	D	\$ 46.75	48,264	D
Common Stock	02/01/2006	S	900	D	\$ 46.74	47,364	D
Common Stock	02/01/2006	S	200	D	\$ 46.73	47,164	D
Common Stock	02/01/2006	S	300	D	\$ 46.72	46,864	D
Common Stock	02/01/2006	S	700	D	\$ 46.71	46,164	D
Common Stock	02/01/2006	S	1,200	D	\$ 46.7	44,964	D
Common Stock	02/01/2006	S	200	D	\$ 46.69	44,764	D
Common Stock	02/01/2006	S	700	D	\$ 46.68	44,064	D
Common Stock	02/01/2006	S	1,100	D	\$ 46.67	42,964	D
Common Stock	02/01/2006	S	1,100	D	\$ 46.65	41,864	D
Common Stock	02/01/2006	S	200	D	\$ 46.64	41,664	D
Common Stock	02/01/2006	S	800	D	\$ 46.62	40,864	D
Common Stock	02/01/2006	S	500	D	\$ 46.61	40,364	D
	02/01/2006	S	5,000	D	\$ 46.6	35,364	D

Common Stock							
Common Stock	02/01/2006	S	200	D	\$ 46.59	35,164	D
Common Stock	02/01/2006	S	100	D	\$ 46.58	35,064	D
Common Stock	02/01/2006	S	100	D	\$ 46.57	34,964	D
Common Stock	02/01/2006	S	900	D	\$ 46.56	34,064 ⁽¹⁾	D ⁽²⁾

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	30,000	⁽³⁾ 01/17/2013	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARRY EDWARD J III C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN ST. WORCESTER, MA 01653	X		EVP & Chief Financial Officer	

Signatures

Edward J. Parry,
III

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) 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 February 1, 2006.
- (2) Additional 29 shares held indirectly by 401(k) plan.
- (3) 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. 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.