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HANOVER INSURANCE GROUP, INC.

Form 3

October 23, 2007

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Hyatt James S

C/O THE HANOVER

(Last)

(First) (Middle) 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year) 10/16/2007

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

HANOVER INSURANCE GROUP, INC. [THG]

INSURANCE GROUP, INC., 440 LINCOLN STREET

(Street)

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

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. MAÂ 01653

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

Â Common Stock $8,389^{(1)}$ D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Date Exercisable and **Expiration Date**

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Security:

(Month/Day/Year)

Derivative

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	(2)	08/09/2014	Common Stock	12,800	\$ 27.26	D	Â
Stock Option (Right to Buy)	(3)	02/07/2015	Common Stock	10,500	\$ 36.5	D	Â
Stock Option (Right to Buy)	(4)	02/23/2017	Common Stock	18,975	\$ 48.46	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
r	Director	10% Owner	Officer	Other		
Hyatt James S C/O THE HANOVER INSURANCE GROUP, INC. 440 LINCOLN STREET WORCESTER, MA 01653	Â	Â	Vice President	Â		

Signatures

James S. Hyatt 10/23/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Includes: (a) 3,781 restricted stock units that shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on February 14, 2008; (b) 884 restricted stock units that
- (1) shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on February 25, 2008; and (c) 627 restricted stock units that shall, provided Reporting Person remains employed by the Issuer through such date, automatically convert into an equivalent number of shares of common stock on March 9, 2010.
- (2) Options fully vested on 8/9/07.
- (3) Option vests 25% on 2/7/06; 25% on 2/7/07, and 50% on 2/7/08.
- (4) Option vests 25% on 2/23/08, 25% on 2/23/09, and 50% on 2/23/10.

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Remarks:

Exhibit 24 - Confirming Statement

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.

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