

MARSH & MCLENNAN COMPANIES, INC.

Form 4

March 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RAPPORT ROBERT J

2. Issuer Name **and** Ticker or Trading
Symbol
**MARSH & MCLENNAN
COMPANIES, INC. [MMC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**1166 AVENUE OF THE
AMERICAS**

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2015

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
SVP and Controller

(Street)
NEW YORK, NY 10036

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. 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	02/28/2015		M ⁽¹⁾		5,792	A	\$ 0
					26,968.776	(2)	D
Common Stock	02/28/2015		F ⁽¹⁾		2,440	D	\$ 56
					24,528.776		D

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

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information contained in this form are not
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(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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/28/2015		M ⁽¹⁾	5,792	(4) (4)	Common Stock	5,792

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAPPORT ROBERT J 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			SVP and Controller	

Signatures

/s/ Tiffany D. Wooley,
Attorney-in-Fact

03/03/2015

**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).

- Vesting and distribution to reporting person of 5,792 shares underlying restricted stock units of which 2,440 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 5,792 shares underlying restricted stock units relate to 1,046 restricted stock units
- (1) that were granted on February 24, 2012, 3,138 restricted stock units relating to performance stock units that were granted on February 24, 2012 for the performance period 2012-2014, 914 restricted stock units that were granted on February 25, 2013 and 694 restricted stock units that were granted on February 24, 2014.
 - (2) Includes shares acquired under the Marsh & McLennan Companies Employee Stock Purchase Plan and dividend reinvestment shares acquired on November 17, 2014 and February 13, 2015.
 - (3) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
 - (4) Not Applicable.

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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