

MARSH &amp; MCLENNAN COMPANIES, INC.

Form 4

December 16, 2016

**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 \*  
McDonald Scott

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)  
12/15/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President and CEO of OWG

(Street)  
NEW YORK, NY 10036

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

(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 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	12/15/2016		M <sup>(1)</sup>		10,411	A	\$ 0
							36,506.1498 (2)
Common Stock	12/15/2016		F <sup>(1)</sup>		4,894	D	\$ 68.98
							31,612.1498

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. De Se (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	12/15/2016		M(1)		10,411		(4)	(4)	Common Stock	10,411

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McDonald Scott 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	President and CEO of OWG

## Signatures

/s/ Tiffany D. Wooley,  
Attorney-in-Fact 12/16/2016

\_\_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 10,411 shares underlying restricted stock units of which 4,894 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 10,411 shares underlying restricted stock units relate to restricted stock units that were granted on December 11, 2013.

(3) Includes dividend reinvestment shares acquired on May 13, 2016, August 15, 2016, and November 15, 2016.

(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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