

HEWITT ASSOCIATES INC

Form 4

October 04, 2010

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KEOGH TRACY S

2. Issuer Name **and** Ticker or Trading
Symbol
HEWITT ASSOCIATES INC
[HEW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
100 HALF DAY ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2010

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP - Human Resources

LINCOLNSHIRE, IL 60069

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. 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2010		F	2,444 D	\$ 50.43	32,702	D
Common Stock	10/01/2010		A	8,107 (1)	A \$ 0	40,809	D
Common Stock	10/01/2010		D	40,809 D	(2) 0		D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Shares of Common Stock	\$ 30.54	10/01/2010		D	14,000	<u>(3)</u>	05/07/2017	Common Stock	14,000
Option to Purchase Shares of Common Stock	\$ 37.65	10/01/2010		D	12,500	<u>(3)</u>	12/03/2017	Common Stock	12,500
Option to Purchase Shares of Common Stock	\$ 26.4	10/01/2010		D	24,000	<u>(3)</u>	12/01/2018	Common Stock	24,000
Option to Purchase Shares of Common Stock	\$ 41.33	10/01/2010		D	14,000	<u>(3)</u>	12/01/2019	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KEOGH TRACY S 100 HALF DAY ROAD LINCOLNSHIRE, IL 60069	SVP - Human Resources

Signatures

/s/ Kathryn D. Ingraham,
Attorney-In-Fact

10/04/2010

__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) Represents vesting of Performance Share Units in connection with the merger with Aon Corporation.
- (2) Disposed of pursuant to the terms of the merger agreement between issuer and Aon in exchange for cash and shares of Aon common stock. The closing price of Aon common stock on the disposition date was \$39.28 per share.
- (3) These options have a variety of different vesting schedules, which have been previously disclosed. All options that were unvested as of October 1, 2010, were accelerated in connection with the merger.
- (4) These options were converted in the merger into an option to purchase shares of Aon common stock based on an exchange ratio as set forth in the merger agreement.

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.