#### HEWITT ASSOCIATES INC

Form 4 October 04, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TAUTGES JOSEPH A Issuer Symbol **HEWITT ASSOCIATES INC** (Check all applicable) [HEW] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 100 HALF DAY ROAD 09/30/2010 CHIEF ACCOUNTING OFFICER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting LINCOLNSHIRE, IL 60069 Person

(City)	(State)	(Zip) <b>Tabl</b>	e I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or(A) or Dis (Instr. 3,	sposed	of (D)	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)
Common Stock	09/30/2010		Code V F	Amount 1,128	(D)	Price \$ 50.43	26,831	D	
Common Stock	10/01/2010		D	26,831	D	(1)	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: HEWITT ASSOCIATES INC - Form 4

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactio Code (Instr. 8)	5. Number on 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 1 2 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Purchase Shares of Company Stock	\$ 25.24	10/01/2010		D	3,800	(2)	12/01/2016	Common Stock	3,800	
Option to Purchase Shares of Company Stock	\$ 37.65	10/01/2010		D	2,600	(2)	12/03/2017	Common Stock	2,600	
Option to Purchase Shares of Company Stock	\$ 26.4	10/01/2010		D	9,580	(2)	12/01/2018	Common Stock	9,580	
Option to Purchase Shares of Company Stock	\$ 41.33	10/01/2010		D	6,900	(2)	12/01/2019	Common Stock	6,900	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F</b>	Director	10% Owner	Officer	Other		
TAUTGES JOSEPH A						
100 HALF DAY ROAD			CHIEF ACCOUNTING OFFICER			
LINCOLNSHIRE, IL 60069						

Reporting Owners 2

## **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) 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.
- (2) 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.
- (3) 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.

Signatures 3