

MARSH &amp; MCLENNAN COMPANIES, INC.

Form 4

March 01, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gilbert E 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)  
02/28/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP, Chief Information Officer

(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 (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 (Instr. 4)
Common Stock	02/28/2016		M <sup>(1)</sup>	18,038 A	\$ 0 47,584	D	
Common Stock	02/28/2016		F <sup>(1)</sup>	10,071 D	\$ 57.825 37,513	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  
number.**

SEC 1474  
(9-02)

# Edgar Filing: MARSH & MCLENNAN COMPANIES, INC. - Form 4

**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. Deemed Execution Date, if any (Month/Day/Year)
Restricted Stock Units	(2)	02/28/2016		M <sup>(1)</sup>	18,038	(3) (3)	Common Stock	18,038

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilbert E Scott 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036			SVP, Chief Information Officer	

## Signatures

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

03/01/2016

\_\_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 18,038 shares underlying restricted stock units of which 10,071 were withheld by Marsh & McLennan Companies to cover applicable taxes. These 18,038 shares underlying restricted stock units relate to 2,284 restricted stock units that were granted on February 25, 2013, 12,332 restricted stock units relating to performance stock units that were granted on February 25, 2013 for the performance period 2013-2015, 1,736 restricted stock units that were granted on February 24, 2014, and 1,686 restricted stock units that were granted on February 23, 2015.
- (1) units that were granted on February 25, 2013, 12,332 restricted stock units relating to performance stock units that were granted on February 25, 2013 for the performance period 2013-2015, 1,736 restricted stock units that were granted on February 24, 2014, and 1,686 restricted stock units that were granted on February 23, 2015.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) 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.

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.