

CABIALAVETTA MATHIS

Form 4

January 05, 2007

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CABIALAVETTA MATHIS

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)
01/03/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Vice Chairman, Office of CEO

(Street)

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

NEW YORK, NY 10036

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2007		M	493.7 ⁽¹⁾ A \$ 0	194,150.1535 ⁽²⁾	D	
Common Stock	01/03/2007		F	159.712 ⁽¹⁾ D \$ 30.66	193,990.4415 ⁽²⁾	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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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units - Bonus Deferral Plan	(3)	05/15/2006		J(4)	V	21.827		(5)	(5)	Common Stock	21.827
Restricted Stock Units - Bonus Deferral Plan	(3)	08/15/2006		J(4)	V	25.022		(5)	(5)	Common Stock	25.022
Restricted Stock Units - Bonus Deferral Plan	(3)	11/15/2006		J(4)	V	19.927		(5)	(5)	Common Stock	19.927
Restricted Stock Units - Bonus Deferral Plan	(3)	01/03/2007		M		493.7		(5)	(5)	Common Stock	493.7

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CABIALLAVETTA MATHIS 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Vice Chairman, Office of CEO

Signatures

Scott Budlong,
Attorney-in-Fact

01/05/2007

__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).
- (2) Includes 834 shares acquired under the MMC Employee Stock Purchase Plan (the "Plan") and 98.4996 shares acquired under the dividend reinvestment feature of the Plan at prevailing market prices.
- (1) Reflects distribution of 493.700 Bonus Deferral Plan Stock Units of which 159.712 shares were withheld to cover applicable taxes.
- (3) The security converts to MMC Common Stock on a 1-for-1 basis.
- (4) Dividend proceeds credited to the reporting person's account at prevailing market prices.
- (5) 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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