

WITTMAN VANESSA AMES
Form 4
March 08, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WITTMAN VANESSA AMES

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2012

____ Director
 Officer (give title below) EVP & Chief Financial Officer
____ 10% Owner
____ Other (specify below)

NEW YORK, NY 10036

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/06/2012 | | M | | 95,098 | A | \$ 31.3444 |
| Common Stock | 03/06/2012 | | S | | 95,098 | D | \$ 31.3444 |
| Common Stock | 03/06/2012 | | M | | 179,689 | A | \$ 31.5 |
| Common Stock | 03/06/2012 | | S | | 179,689 | D | \$ 31.5 |
| Common Stock | 03/07/2012 | | M | | 13,610 | A | \$ 31.5 |

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Common Stock 03/07/2012 S 13,610 D \$ 31.5 22,314 D

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

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(9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| | | | | Code | V (A) (D) | | | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 19.045 | 03/06/2012 | | M | 95,098 | (1) | 02/22/2019 | Common Stock | 95,098 |
| Stock Options (Right to Buy) | \$ 22.705 | 03/06/2012 | | M | 179,689 | (2) | 02/21/2020 | Common Stock | 179,689 |
| Stock Options (Right to Buy) | \$ 22.705 | 03/07/2012 | | M | 13,610 | (2) | 02/21/2020 | Common Stock | 13,610 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WITTMAN VANESSA AMES
1166 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

EVP & Chief Financial Officer

Signatures

/s/ Lucy Fato,
Attorney-in-Fact 03/08/2012

____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) These options were granted on February 23, 2009 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first three installments vested and became exercisable on February 23, 2010, February 23, 2011 and February 23, 2012. The remaining installment vests on February 23, 2013.

(2) These options were granted on February 22, 2010 and vest in four equal annual installments beginning on the first anniversary of the grant date. The first two installments vested and became exercisable on February 22, 2011 and February 21, 2012. The second two installments vest on February 22, 2013 and February 22, 2014.

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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