

MARSH & MCLENNAN COMPANIES, INC.

Form 4

July 10, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETRULLO MICHAEL

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)
07/06/2007

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr. VP, Chief Admin. Officer

(Street)

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

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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/06/2007		M		15,568 (1)	\$ 0	24,664.3933 D
Common Stock	07/06/2007		F		6,819 (1)	\$ 31.36	17,845.3933 D

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

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(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)	8. Deemed Execution Date, if any (Instr. 3, 4, and 5)
Restricted Stock Units	(2)	07/06/2007		M	15,568	(3) (3)	Common Stock	15,568

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PETRULLO MICHAEL 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Sr. VP, Chief Admin. Officer

Signatures

Leon J. Lichter,
Attorney-in-Fact 07/10/2007

__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).

(1) Reflects vesting and distribution of 15,568 restricted stock units of which 6,819 were withheld by MMC to cover applicable taxes.

(2) The security converts to MMC 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.

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