

MARSH & MCLENNAN COMPANIES, INC.

Form 4

February 23, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCGIVNEY MARK C2. 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
AMERICAS3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2016☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Financial Officer(Street)
NEW YORK, NY 100364. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 57.325	02/22/2016	A		64,879		(1)	02/21/2026	Common Stock	64,879
Restricted Stock Units	(2)	02/22/2016	A(3)		6,542		(4)	(4)	Common Stock	6,542
Restricted Stock Units	(2)	02/22/2016	A(5)		8,016		(4)	(4)	Common Stock	8,016

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCGIVNEY MARK C 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Chief Financial Officer

Signatures

/s/ Tiffany D. Wooley,
Attorney-in-Fact 02/23/2016

__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).
- (1) These options were granted on February 22, 2016 and vest in four equal annual installments on February 22nd of 2017, 2018, 2019 and 2020.
- (2) The security converts to Marsh & McLennan Companies common stock on a 1-for-1 basis.
- (3) These restricted stock units vest in three equal annual installments on February 28th of 2017, 2018 and 2019.
- (4) Not Applicable.
- (5) These restricted stock units relate to performance stock units that were granted on February 25, 2013 for the performance period 2013-2015. The performance factor for these performance stock units was determined on February 22, 2016.

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.